



Cite as 9 OHIO ST. ENTREPREN. BUS. L.J. 2 (2015).

Copyright © 2015 by The Ohio State University.

The *Ohio State Entrepreneurial Business Law Journal* (ISSN 1932-4480) (*OSEBLJ*) is published twice yearly in Columbus, Ohio. The *Journal* Office is located at 55 West 12th Avenue, Columbus, Ohio 43210-1391.

Subscriptions: Domestic, \$40.00 per volume. Foreign, \$60.00 per volume. Student, \$15.00 per volume. Please enclose check with order. For further information, see <http://moritzlaw.osu.edu/students/groups/osebl>. Reprint, and microform editions of the *OSEBLJ* are available through William S. Hein & Co., Inc., 1285 Main St., Buffalo, N.Y. 14209-1987.

The *OSEBLJ* assumes that each subscriber desires to renew its subscription unless the subscriber notifies the *Journal* otherwise before the subscription expires. Change of address notice should be received at least thirty days prior to the date of the issue with which that change is to take effect.

The *OSEBLJ* welcomes the submission of unsolicited manuscripts for possible publication. The text and footnotes of all manuscripts should be double spaced, with the text and footnotes on the same page. Manuscripts will not be returned, however, unless accompanied by return postage. The *OSEBLJ* also accepts submissions by email, which can be sent to [eblj@osu.edu](mailto:eblj@osu.edu). For further information, see <http://moritzlaw.osu.edu/students/groups/oseblj>.

Postmaster: Please send address changes to the *Ohio State Entrepreneurial Business Law Journal*, 55 West 12th Avenue, Columbus, Ohio 43210-1391.



# OHIO STATE ENTREPRENEURIAL BUSINESS LAW JOURNAL

---

---

2014–2015

---

---

*EDITOR-IN-CHIEF*  
Meagan D. Woodall

*EXECUTIVE EDITOR*  
Erica Cook

*CHIEF MANAGING EDITOR*  
Jessica Mysinger

*SYMPOSIUM EDITOR*  
  
Justin VanHouten

*ARTICLES EDITORS*  
Joseph Case  
Daniel Vernacchio

*NOTE & COMMENT EDITOR*  
  
Amy Factor

Jonathan Frantz

*MANAGING EDITORS*  
Jozeff Gebolys                      Calder Mellino

Daniella Vespoli

*COMMUNICATIONS  
EDITOR*  
Rachel Friedman

*BUSINESS  
EDITOR*  
Steven Swick

*MARKETING  
EDITOR*  
Katie Kalbacher

*ASSOCIATE EDITORS*

José Bautista  
Ross Bomholt  
James Guilkey

Matthew McIntyre  
Jacob Puhl  
Adam Smith

David Stouffer  
Andrew Tichenor  
Joseph Zhou

*STAFF EDITORS*

Ryan Aguiar  
Joseph Cudia  
Alexander Ebert  
Joshua Eckert  
Kelly Flanigan  
Juan Carlos Gonzalez  
William Guttman

Erik Hays  
Cyara Hotopp  
Addison Hutcheson  
Nathaniel Jordan  
Kendall Kadish  
Melanie Lennon  
Yuxin Li

Margaret Light-Scotece  
Jason Luebbers  
Andrew Randol  
Jeremy Rzepka  
Tal Schapira  
Liesel M. Schmader  
Bradley Sena

Adam Shirey  
Gregory Shumaker  
Christopher Tassone  
Frank Tice  
Jason Tiemeier  
Chad Trownson  
Kristin Vennekotter

*Faculty Advisors*  
Dale A. Oesterle                      Paul Rose                      Larry T. Garvin

*Administrative Assistant*  
Dawn Parker

---

---

*Published Twice a Year by Students of The Ohio State University Moritz College of Law*

---

---

# THE OHIO STATE UNIVERSITY MORITZ COLLEGE OF LAW

## OFFICERS OF ADMINISTRATION

Michael V. Drake, B.A., M.D., *President of the University*  
Joseph E. Steinmetz, B.A., M.A., Ph.D., *Executive Vice President and Provost of the University*  
Alan C. Michaels, A.B., J.D., *Dean of the College and Edwin M. Cooperman Prof. of Law*  
Garry W. Jenkins, B.A., M.P.P., J.D., *Assoc. Dean for Academic Affairs and John C. Elam/Vorys Sater Prof. of Law*  
Christopher M. Fairman, B.A., J.D., *Assoc. Dean for Faculty and C. William O'Neill Prof. in Law and Judicial Administration*  
Kathy S. Northern, B.A., J.D., *Assoc. Dean for Admissions and Assoc. Prof. of Law*  
Laura Fernandez, B.S., J.D., *Assist. Dean for International and Graduate Affairs and Adjunct Prof.*  
Sara A. Sampson, B.S., M.S., J.D., *Assist. Dean for Information Services, Director of Law Library, and Senior Lecturer*  
Monte Smith, B.A., J.D., *Assist. Dean for Academic Affairs and Adjunct Prof.*  
Robert L. Solomon, II, B.A., J.D., *Assist. Dean for Admissions & Financial Aid, Director of Minority Affairs and Adjunct Prof.*

## FACULTY EMERITI

Francis X. Beytagh, B.A., J.D.	Bruce S. Johnson, B.A., J.D., M.L.S.	Michael D. Rose, B.A., J.D., LL.M.
Michael Braunstein, B.A., J.D.	Michael Kindred, B.A., J.D., M.C.L., D.E.S.	Allan J. Samansky, B.A., M.A., J.D.
Albert L. Clovis, B.A., M.A., LL.B.	Joan M. Krauskopf, A.B., J.D.	Philip C. Sorensen, B.S., J.D.
Howard P. Fink, B.A., LL.B.	Stanley K. Laughlin, Jr., B.A., J.D.	Gregory M. Travalio, B.A., J.D., LL.M.
E. Gordon Gee, B.A., ED.D., J.D.	James E. Meeks, A.B., J.D.	Vincene F. Verdun, B.A., J.D.
David A. Goldberg, B.A., J.D.	John B. Quigley, A.B., M.A., LL.B.	Douglas J. Whaley, B.A., J.D.
Sheldon W. Halpern, B.A., LL.B.	Rhonda R. Rivera, B.A., M.P.A., J.D.	Charles E. Wilson, B.S., J.D.
Lawrence R. Herman, A.B., LL.B.	Nancy H. Rogers, B.A., J.D.	
Louis A. Jacobs, A.B., J.D., LL.M.		

## FACULTY

Amna Akbar, B.A., J.D., <i>Assist. Prof. of Law</i>	Arthur F. Greenbaum, B.A., J.D., <i>James W. Shocknessy Prof. of Law</i>
Michelle Alexander, B.A., J.D., <i>Assoc. Prof. of Law</i>	L. Camille Hébert, B.A., J.D., <i>Carter C. Kissell Prof. of Law</i>
Erin Archerd, B.A., J.D., <i>Langdon Fellow in Dispute Resolution</i>	Stephanie R. Hoffer, B.S., J.D., LL.M., <i>Assoc. Prof. of Law</i>
Mary Beth Beazley, B.A., J.D., <i>Prof. of Law and Director of Legal Writing</i>	Steven F. Huefner, A.B., J.D., <i>Alumni Society Designated Prof. of Law and Director of Clinical Prog.</i>
Douglas A. Berman, A.B., J.D., <i>Robert J. Watkins/Procter &amp; Gamble Prof. of Law</i>	Creola Johnson, B.S., J.D., <i>President's Club Prof. of Law</i>
Micah Berman, B.A., J.D., <i>Assist. Prof. of Public Health and Assist. Prof. of Law</i>	Kimberly Jordan, B.S., J.D., <i>Assist. Clinical Prof. of Law</i>
Gregory A. Caldeira, B.A., A.M., Ph.D., <i>Distinguished Univ. Prof. and Prof. of Law</i>	Margot E. Kaminski, B.A., J.D., <i>Assist. Prof. of Law</i>
Cinnamon Carlame, B.A., B.C.L., M.S., J.D., <i>Assoc. Prof. of Law</i>	Katherine S. Kelly, B.A., M.A., J.D., <i>Assist. Clinical Prof. of Law</i>
Sanford N. Caust-Ellenbogen, B.A., M.C.R.P., J.D., <i>Assoc. Prof. of Law</i>	Robert M. Krivoshey, B.A., M.A., Ph.D., J.D., <i>Clinical Prof. of Law</i>
Martha Chamallas, B.A., J.D., <i>Robert D. Lynn Chair in Law</i>	Katrina J. Lee, B.A., J.D., <i>Assist. Clinical Prof. of Law</i>
Daniel C.K. Chow, B.A., J.D., <i>Joseph S. Platt-Porter Wright Morris &amp; Arthur Prof. of Law</i>	Deborah Jones Merritt, A.B., J.D., <i>John Deaver Drinko-Baker and Hostetler Chair in Law</i>
Amy J. Cohen, B.A., J.D., <i>Prof. of Law</i>	Dale A. Oesterle, B.A., M.P.P., J.D., <i>J. Gilbert Reese Chair in Contract Law</i>
Sarah Rudolph Cole, B.A., J.D., <i>John W. Bricker Prof. of Law and Director of Prog. on Dispute Resolution</i>	Efthimios Parasidis, B.A., M.BE, J.D., <i>Assoc. Prof. of Law and Assoc. Prof. of Public Health</i>
Ruth Colker, A.B., J.D., <i>Distinguished Univ. Prof. and Grace Fern Heck Faust Chair in Constitutional Law</i>	Anne Ralph, B.A., J.D., <i>Assist. Clinical Prof. of Law</i>
Elizabeth Ilgen Cooke, B.A., J.D., <i>Clinical Prof. of Law</i>	Paul Rose, B.A., J.D., <i>Prof. of Law</i>
Richard C. Daley, B.A., J.D., <i>Senior Lecturer in Law</i>	Guy A. Rub, LL.B., M.A., LL.M., <i>Assist. Prof. of Law</i>
Sharon L. Davies, B.A., J.D., <i>Gregory H. Williams Chair in Civil Rights and Civil Liberties and Executive Director of the William E. Kirwan Institute for the Study of Race and Ethnicity</i>	Dakota Rudesill, B.A., J.D., <i>Assist. Prof. of Law</i>
Ellen E. Deason, B.A., J.D., <i>Joanne W. Murphy/Classes of 1965 and 1972 Prof. of Law</i>	Peter M. Shane, A.B., J.D., <i>Jacob E. Davis &amp; Jacob E. Davis II Chair in Law</i>
Joshua Dressler, B.A., J.D., <i>Distinguished Univ. Prof. and Frank R. Strong Chair in Law</i>	Ric Simmons, B.A., M.A., J.D., <i>Chief Justice Thomas J. Moyer Prof. for the Administration of Justice and the Rule of Law</i>
Terri L. Enns, B.A., J.D., <i>Clinical Prof. of Law</i>	Marc S. Spindelman, B.A., J.D., <i>Isadore and Ida Topper Prof. of Law</i>
Katherine Hunt Federle, B.A., J.D., LL.M., <i>Prof. of Law and Director of the Center for Interdisciplinary Law and Policy Studies</i>	Todd A. Starker, B.A., M.B.A., J.D., <i>Assist. Clinical Prof. of Law</i>
Edward B. Foley, B.A., J.D., <i>Charles W. Ebersold &amp; Florence Whitcomb Ebersold Chair in Law</i>	David Stebenne, B.A., J.D., Ph.D., <i>Prof. of History and Prof. of Law</i>
Larry T. Garvin, B.A., B.S., M.S., J.D., <i>Lawrence D. Stanley Prof. of Law</i>	Joseph B. Stulberg, B.A., J.D., M.A., Ph.D., <i>Michael E. Moritz Chair in Alternative Dispute Resolution</i>
	C. Lee Thomason, B.A., J.D., <i>Assist. Clinical Prof. of Law</i>
	Daniel P. Tokaji, A.B., J.D., <i>Charles W. Ebersold &amp; Florence Whitcomb Ebersold Prof. of Law</i>
	Christopher J. Walker, B.A., M.P.P., J.D., <i>Assist. Prof. of Law</i>

## ADJUNCT FACULTY

Sandra J. Anderson	Gail Block Harris	Ingrid Mattson	Douglas Squires
Elizabeth L. Anstaett	Patricia Hatler	Hon. Stephen McIntosh	Bob Stinson
Susan Azyndar	Kimberly Weber Herlihy	Richard M. Mescher	Hon. Jeffrey S. Sutton
David S. Bloomfield	Hon. John E. Hoffman Jr.	Robert J. Miller	Jonathan T. Tyack
Joseph M. Caliguri	Barton Hubbard	Karen M. Moore	Mark R. Weaver
Hon. William B. Chandler	James Johnson	Tanya J. Poteet	Robert Weiler
Hon. R. Guy Cole	Shawn Judge	Douglas Rogers	Reid Wilson
Daniel R. Conway	Jeff Kaplan	Gregory D. Russell	Stephanie Ziegler
Matt Cooper	Hon. Terrence P. Kemp	Dan D. Sandman	
Mark Corroto	Hon. Norah McCann King	Hon. Edmund A. Sargus	
Jonathan E. Coughlan	Greg Kirstein	Hon. Jennifer Sargus	
James E. Davidson	Marya C. Kolman	Edward M. Segelken	
Hon. Gregory Frost	James K.L. Lawrence	Elizabeth Sherowski	
Gates Garrity-Rokous	Sherri B. Lazear	Kimberly Shumate	
Todd G. Guttman	Hon. Algenon Marbley	Scott V. Simpson	
David W. Hardymon	Joyce M. Martin	Delaney Smith, M.D.	