



Cite as 17 OHIO ST. BUS. L.J. \_\_\_\_\_ (2023).

Copyright © 2023 by The Ohio State University.

The *Ohio State Business Law Journal* (ISSN 2690-6686) (*OSBLJ*) 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/osblj/> Reprint, and microform editions of the *OSBLJ* are available through William S. Hein & Co., Inc., 1285 Main St., Buffalo, N.Y. 14209-1987.

The *OSBLJ* 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 *OSBLJ* 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 *OSBLJ* also accepts submissions by email, which can be sent to [osbljeic@osu.edu](mailto:osbljeic@osu.edu). For further information, see <http://moritzlaw.osu.edu/osblj/>

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

# OHIO STATE BUSINESS LAW JOURNAL

Volume 17

2022-2023

Issues I-II

## EDITOR-IN-CHIEF

Nicholas Baker

## EXECUTIVE EDITOR

Maddison Edelbrock

## CHIEF MANAGING EDITOR

Paul Stammen

## NOTE AND COMMENT EDITORS

Timothy Barry

Nick Waters

## BUSINESS AND MARKETING EDITOR

Stephen Whitney

## ONLINE JOURNAL EDITOR

Lauren Diaz

## COMMUNICATIONS EDITOR

Lindsey Mead

## ONLINE MANAGING EDITOR

Taylor McGlashan

## SYMPOSIUM EDITORS

Marissa Diver

Mina Zaky

## MANAGING EDITORS

Shannon Kaiser

Natalie Rohrig

Cole Stemmer

## ARTICLES EDITORS

Eli Redfern

## ASSOCIATE EDITORS

Ashtar Abboud

Vincent Soller

## STAFF EDITORS

Virginia Bethune

Justin Carr

Val Dambrosi

Shelby Daniels

Joan Darnell

Andreana Dingess

Benjamin Hook

Kara Howard

Justin Kennedy

Adam Lefeld

Colton Milam

Alexis Moore

Jen Patton

Angelina Sibeto

Keira Thomas

Zachary Walker

Joshua Weintraub

## FACULTY ADVISORS

Paul Rose

Paige Wilson

*Published by Students at The Ohio State University Moritz College of Law*

# THE OHIO STATE UNIVERSITY MORITZ COLLEGE OF LAW

## OFFICERS OF ADMINISTRATION

Kristina M. Johnson, PhD, *President of the University*  
Melissa L. Gilliam, MD., MPH., *Executive Vice President and Provost of the University*  
Lincoln L. Davies, B.S., J.D., *Dean of the College and Frank R. Strong Chair in Law*  
Cinnamon P. Carlame, B.A., B.C.L., M.S., J.D., *Assoc. Dean for Faculty & Intellectual Life, Robert J. Lynn Chair in Law*  
Kathy S. Northern, B.A., J.D., *Assoc. Dean for Diversity & Inclusion and Robert M. Duncan/Jones Day Designated Assoc. Prof. of Law*  
Anne E. Ralph, B.A., J.D., *Assoc. Dean for Academic Affairs & Morgan E. Shipman Prof. in Law*  
Paul Rose, B.A., J.D., *Assoc. Dean for Strategic Initiatives & Robert J. Watkins/Procter & Gamble Prof. of Law*  
*Exec. Director, Law, Finance & Governance at Ohio State, and J. Gilbert Reese Chair in Contract Law*  
Tra Pham, PhD, *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*  
Darren Nealy, B.A., J.D., *Assist. Dean for Academic Affairs and Adjunct Prof.*  
Gregory Roseboro, B.A., J.D., *Assist. Dean for Admissions, Financial Aid and Diversity Initiatives*

## FACULTY EMERITI

Mary Beth Beazley, B.A., J.D.  
Michael Braunstein, B.A., J.D.  
Sanford N. Caust-Ellenbogen, M.C.R.P., J.D.  
Martha Chamallas, B.A., J.D.  
Albert L. Clovis, B.A., M.A., LL.B.  
Sharon L. Davies, B.A., J.D.  
Ellen E. Deason, B.A., M.S., J.D.  
Joshua Dressler, B.A., J.D.  
Gordon E. Gee, B.A., Ed.D., J.D.  
David A. Goldberg, B.A., J.D.  
Arthur F. Greenbaum, B.A., J.D.  
Louis A. Jacobs, A.B., J.D., LL.M.  
Bruce S. Johnson, B.A., J.D., M.L.S.  
Michael Kindred, B.A., J.D., M.C.L., D.E.S.  
Joan M. Krauskopf, A.B., J.D.  
Deborah Jones Merritt, A.B., J.D.  
Dale A. Oesterle, B.A., M.P.P., J.D.  
John B. Quigley, A.B., M.A., LL.B.  
Rhonda R. Rivera, B.A., M.P.A., J.D.  
Nancy H. Rogers, B.A., J.D.  
Michael D. Rose, B.A., J.D., LL.M.  
Allan J. Samansky, B.A., M.A., J.D.  
Peter M. Shane, A.B., J.D.  
Joseph B. Stulberg, B.A., J.D., M.A., Ph.D.  
Gregory M. Travaglio, B.A., J.D., LL.M.  
Vincene F. Verdun, B.A., J.D.  
Douglas J. Whaley, B.A., J.D.  
Charles E. Wilson, B.S., J.D.

## FACULTY

Anna Akbar, B.A., J.D., *Charles W. Ebersold and Florence Whitcomb Ebersold Professorship*  
Douglas A. Berman, A.B., J.D., *Newton D. Baker-Baker & Hostetler Chair in Law*  
Micah Berman, B.A., J.D., *Assoc. Prof. of Public Health and Law*  
Emily Brown, B.A., J.D., *Visiting Assist. Clinical Prof.*  
Gregory A. Caldeira, B.A., A.M., Ph.D., *Distinguished Univ. Prof., Ann and Darrell Dreher Chair in Pol. Commun. and Policy Thinking and Prof. of Law*  
Felix Chang, B.A., J.D., *Visiting Prof. of Law*  
Bryan H. Choi, A.B., J.D., *Assoc. Prof. of Law and Engineering*  
Daniel C.K. Chow, B.A., J.D., *Frank E. & Virginia H. Bazler Chair in Business Law*  
Sarah Rudolph Cole, B.A., J.D., *Michael E. Moritz Chair in Alternative Dispute Resolution*  
Ruth Colker, A.B., J.D., *Distinguished Univ. Prof. and Grace Fern Heck Faust Chair in Constitutional Law*  
Olwyn Conway, B.A., J.D., *Assoc. Clinical Prof. of Law*  
Elizabeth Ilgen Cooke, B.A., J.D., *Frank C. Woodside III Clinical Prof. in Trial Advocacy*  
Terri L. Enns, B.A., J.D., *James W. Shocknessy Professor of Law, Clinical Professor of Law, Senior Fellow, Election Law at Ohio State*  
Katherine Hunt Federte, B.A., J.D., LL.M., *Joseph S. Platt-Porter Wright Morris & Arthur Prof. of Law and Director of the Center for Interdisciplinary Law and Policy Studies*  
Edward B. Foley, B.A., J.D., *Charles W. Ebersold & Florence Whitcomb Ebersold Chair in Constitutional Law and Director of Election Law at Moritz*  
William Froehlich, B.A., J.D., *Langdon Fellow in Dispute Resolution*  
César Cuauhtémoc García Hernández, A.B., J.D., *Gregory Williams Chair in Civil Rights & Civil Liberties*  
Larry T. Garvin, B.A., B.S., M.S., J.D., *Lawrence D. Stanley Prof. of Law*  
Halle Hara, B.A., J.D., *Senior Lecturer and Externship Director*  
L. Camille Hébert, B.A., J.D., *Carter C. Kissell Prof. of Law*  
Mohamed S. Helal, B.A., M.A., LL.B., LL.M., S.J.D., *Assoc. Prof. of Law*  
Sean Hill, A.B., J.D., *Assist. Prof. of Law*  
Dennis D. Hirsch, B.A., J.D., *Prof. of Law, Director of Prog. on Data and Governance*  
Steven F. Huefner, A.B., J.D., *C. William O'Neill Prof. in Law and Judicial Administration, Senior Fellow of Election Law at Moritz and Director of Clinical Prog.*  
Creola Johnson, B.S., J.D., *President's Club Prof. of Law*  
Kimberly Jordan, B.S., J.D., *Clinical Prof. of Law and Director of Justice for Children Project*  
Katherine S. Kelly, B.A., M.A., J.D., *Clinical Prof. of Law*  
Margaret B. Kwoka, A.B., J.D., *Lawrence Herman Prof. in Law*  
Katrina J. Lee, B.A., J.D., *John C. Elam/Vorys Sater Prof. in Law; Director, Program on Dispute Resolution*  
Alan C. Michaels, A.B., J.D., *Dean Emeritus and Edwin M. Cooperman Chair in Law*  
Efthimios Parasidis, B.A., M.B.E., J.D., *Chief Justice Thomas J. Moyer Professorship for the Administration of Justice and Rule of Law*  
Patrick Perkins, B.A., J.D., *Jeff & Cynthia Harris Fellow*  
Courtlyn Roser-Jones, B.A., J.D., LL.M., *Assist. Prof. of Law*  
Guy A. Rub, B.A., LL.B., M.A., LL.M., S.J.D., *Joyanne Wharton Murphy/Class of 1965 and 1973 Professorship in Law*  
Dakota Rudesill, B.A., J.D., *Assoc. Prof. of Law*  
Amy Schmitz, B.A., J.D., *John Deaver Drinko-Baker & Hostetler Chair in Law*  
Colleen Garrity Settineri, B.S., B.A., J.D., *Assoc. Clinical Prof. of Law*  
Ric Simmons, B.A., M.A., J.D., *Jacob E. Davis and Jacob E. Davis II Chair in Law*  
Monte Smith, B.A., J.D., *Assist. Clinical Prof. of Law*  
Marc S. Spindelmann, B.A., J.D., *Isadore & Ida Topper Prof. of Law*  
Todd A. Starke, B.A., M.B.A., J.D., *Clinical Prof. of Law*  
David Stebbins, B.A., M.A., J.D., Ph.D., *Prof. of History and Law*  
Paige L. Wilson, B.A., J.D., *Assoc. Clinical Prof. of Law*  
Rebecca Wolitz, B.A., J.D., *Assist. Prof. of Law*  
Ruqaiyah Yearby, J.D., MPH., *Kara J. Troit Prof. in Health Law*  
Patricia J. Zetler, B.A., J.D., *Assoc. Prof. of Law*

## ADJUNCT FACULTY

Claudia Andre  
Zaki Anwar  
Elizabeth L. Anstaett  
David T. Ball  
Nikki Baszynski  
Allison Binkley  
Matthew Birkhold  
Amy Bitner  
Rachel Bloomekatz  
Ben Bodamer  
Joseph Boeckman  
Joseph M. Caliguri  
Sophia Chang  
Kwame Christian  
Erica L. Cook  
Daniel Conway  
Matt Cooper  
Lorenzo Corte  
Jonathan E. Coughlan  
Dave DeVillers  
Marjorie Duffy  
Marjorie Duffy  
Scott E. Failor  
Laura Fernandez-Alvarez  
Rebecca Fordon  
Gates Garrity-Rokous  
Henrique Geigel  
Franz Geiger  
Chris Glaros  
David W. Grauer  
Christopher Hagale  
Christopher Hammond  
Michael Hendershot  
Robb Heri  
Hon. John E. Hoffman Jr.  
Barton Hubbard  
Caryn Kaufman  
Marya C. Kolman  
Michael Kolsen  
Natasha Landon  
Jonathan Leiken  
George Limbert  
Emma MacGuidwin  
Susan Malloy  
Hon. Algeron L. Marbley  
Patrick McCarthy  
Richard M. Mescher  
Anne Miles  
Caitlin Miller  
Robert J. Miller  
John Mills  
Maria Mone  
Robert Moomann  
Martha Motley  
Norman Nadorff  
Caroline O'Connell  
Matt Palmer  
Kinal Patel  
Frank Ray  
Matthew Richardson  
John Rockenbach  
Blake Rohrbacher  
Dan Sabol  
Dan D. Sandman  
Hon. Edmund A. Sargus  
Hon. Jennifer L. Sargus  
Jim Saywell  
Donald Scheetz  
Edward M. Segelken  
Amy Sellars  
Andrea Shemberg  
Scott V. Simpson  
Carl Smallwood  
Lindsay Karas Stencil  
Bob Stinson  
Hon. Jeffrey S. Sutton  
James Thomas  
Jessica Tobias  
Hon. Chelsey M. Vascura  
Jonathon Vinocur  
Laura Vlieg  
Bradley Walent  
Robert Ward  
Hon. Michael H. Watson  
Robert Weiler  
Terrence Wheeler  
Megan Whited  
Hannah Wilson  
Mary Beth Young  
Stephanie Ziegler