USC Marshall
School of Business

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BAEP 559: INVESTING IN NEW VENTURES
Spring 2023, Monday 6:30 - 9:30 pm In Person -Only, JKP 102

Instructor:	Carmen Palafox, Adjunct Professor of Entrepreneurship
Office:	Fertitta Hall – Greif Center (5th Floor)
Office Hours:	By appointment (in person generally Monday 4:00 - 5:00 pm in the Greif Center; other times via Zoom)
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COURSE DESCRIPTION

This course provides practical experience and analytical frameworks to prepare you to understand the inner workings of venture capital. You will experience the role of a venture capital associate, which is the typical position at which recent MBAs are hired into VC firms. As a complement to other entrepreneurship classes at USC, this course emphasizes venture fund mechanics, business models, competitive advantage, financial analysis, and developing the skills of persuasion needed to communicate the story of a startup. The academic framework for the class will be structured on: (1) venture capital formation (2) sourcing, (3) evaluating, (4) transacting, (5) managing, and (6) exiting.

You will be working and studying in teams, and your grade will be a mix of your individual performance and your team's performance. The instructor reserves the right to re-balance teams as needed, in the interest of maximizing learning potential for the entire class. You will be divided into teams of 4-5 students, each team representing a venture capital fund. Your "fund" will be responsible for sourcing and evaluating potential investments and preparing materials related to considering investments in deals. There will be guest speakers along with lectures and discussions. In class participation is a critical component of your grade; therefore non-attendance can be the basis for lowering the grade.

COURSE OBJECTIVES

This course will help you develop the skills of generating opportunities, evaluating potential investments, and persuading decision-makers with fact-based analysis. The course has the following learning objectives:

1. Develop your critical thinking, idea generation, and decision-making abilities by identifying startups in the market with the potential to become successful investments.

2. Develop your oral and written communication skills by learning to perform venture capital due diligence, construct in-depth industry and customer analyses, and deliver a persuasive investment committee pitch.

3. Develop knowledge of the core functions of a venture capital firm and the roles of its various employees.

4. Develop your understanding of how differing sources of capital function in the market and how investors manage start-up entrepreneurs.

5. Develop your sense of legal and ethical consideration in capital formation, including raising capital, investing capital, and achieving realizations.

COURSE MATERIALS

All required reading may be found online, with links provided within the **Required readings, Course Outline and Assignments** section below. Please contact the Professor if you have any issue accessing the required reading.

We will be using Blackboard and Pitchbook.

Please register for Pitchbook access prior to attending class. Instructions are found at https://libguides.usc.edu/finguide/PitchBook.

If you have any questions or need assistance with the Blackboard Course Pages, please contact the Marshall HelpDesk at 213-740-3000 (option 2) or HelpDesk@marshall.usc.edu." Alternatively, (213) 740-5555 will get you the USC ITS Help Desk.

USE OF RECORDINGS
Pursuant to the USC Student Handbook (https://policy.usc.edu/studenthandbook/, page 57), students may not record a university class without the express permission of the instructor and announcement to the class. In addition, students may not distribute or use notes or recordings based on USC classes or lectures without the express permission of the instructor for purposes other than personal or class-related group study by students registered for the class. This restriction on unauthorized use applies to all information that is distributed or displayed for use in relationship to the class. Violation of this policy may subject an individual or entity to university discipline and/or legal proceedings.

GRADING

To achieve an A grade in this class, you will need to go beyond the minimum requirements as stated in the syllabus in terms of the quality of your work and your involvement in and contribution to the class. Your grade will not be based on a mandated target, but on your performance. Historically, the average grade for this class is about a 3.5.

Your final grade is based on an evaluation of the following activities:

Project	Due Date	Points	% of Grade
1. **Fund Strategy and Thesis (team)**	September 18, 2023	200	20%
2. **Deal Flow and Ecosystem Mapping (individual)**	October 16, 2023	200	20%
3. **Investment Memo (individual)**	November 06, 2023	200	20%
4. **Exit Analysis & Presentation (team project)**	Nov 27 & Dec 11, 2023	250	25%
Class Participation (individual)		150	15%
Total		1,000	100%

Additional detail and grading rubrics for each project will be posted to Blackboard in advance of each project due date (on or around the "assigned" date set forth in the Course Outline and Assignments section).

Individual grade summaries will be posted on Blackboard. If you have any questions about your grade or anything about the class during the semester, please make an appointment to discuss the issue. If you do not notify me of an incorrect or missing grade based on the grade summaries within two weeks of the grade being posted, the grade will be assumed correct. You may submit any assignment for re-evaluation; however, the entire assignment will be reviewed again, and additional points may be deducted as well as awarded.

CLASS PARTICIPATION

I expect every student to come prepared to participate in the discussions, engage with guest speakers, and contribute to the class. Student may earn up to 150 points through their participation and contributions to the class, which include (a) consistent involvement in class discussions, (b) identifying companies that can present in class, (c) providing and discussing current venture capital news, (d) sharing key take-aways from readings, (e) thoughtful questions for our speakers, and (f) otherwise making a positive difference in the class. Non- attendance can be the basis for lowering your grade.

We will allocate time in every class to discuss venture news. Staying informed on macro and micro issues and trends is critical to success in venture capital investing. Please come to each class with venture news that you find interesting, e.g., new venture fund closing, new startup round closing, startup closing down, regulation impacting VC, etc. I will randomly ask you to present your news and why it matters.

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REQUIRED READINGS, COURSE OUTLINE, AND ASSIGNMENTS:
The schedule may be modified during the semester to account for changes in presenting companies and guest lecturers. However, the due dates for assignments will not be modified.

CASE STUDY METHOD: We will cover six cases during the semester to cultivate your capacity for critical analysis, judgment, decision-making, and action.

The Coursepack is available for purchase using this link: https://hbsp.harvard.edu/import/1084621

Date	Topics	Readings	Assignments
Week 1 8/21	• **Course Introduction** • **The Venture Industry** • The VC business model • The 5 tools of venture capital • **Venture News** • Project 1: Fund Strategy and Thesis (preview) • **Pitchbook Tutorial** • **Startup Pitch Review**	• The 5 tools of venture capital Supplemental Resources: • NVCA What is VC • Bill Gurley on VC • Fund Thesis • Deal Flow Template • All Raise Masterclass viewed in class: To Fundraise or not Fundraise	
Week 2 8/28	• **Venture News** • **Guest Speaker** • **Venture Fund Strategy** • 14 Points • Raising Venture Funds (overview) • **Sourcing** • How to source deals • **Startup Pitch Review** • **Cap Tables Part 1** • Founders and Option Plans	• "14 Points" • 11 Things I've Learned From Running a Micro VC • Why Geography Matters • The Future of Deal Flow • VC Sourcing 101 • Jess Lee on how VCs think • VC Port Strategy Supplemental Resources: • OpenLP • StepStone The Alpha for MicroVC • Founder's Pocket Guide	

Date	Topics	Readings	Assignments
Week 3 9/11	• **Venture News** • **Guest Speaker** • **Startup Pitch Review** **Evaluating** • Assessing strategic fit • Why Startups Fail • Project 2: Deal Flow and Ecosystem Mapping (preview) **Case Study:** Pear VC Early Stage VC in 2022	• Why Due Diligence is Important • Validating the Idea • How to Detect a Fraud **Case Study:** Pear VC Early Stage VC in 2022 Supplemental Resource: All Raise Masterclass viewed in class: Business Model	
Week 4 9/18	• **Venture News** • **Evaluating** • Due diligence overview • Pitch meetings • Investment memos and scorecards • **Evaluating** • Due diligence, with a focus on financial needs and resources • **Cap Tables Part 2** • Pre-Money vs Post Money	• Greater Elevator • How to Pitch in a Venture Capital Meeting • Investment Memo Mechanics • VC Due Diligence Market Test • Pre-Money vs Post Money Supplemental Resources: • BVP Memos • All Raise Masterclass Outline of a Strong Deck (viewed in class)	**Project 1: Fund Strategy and Thesis Due**
Week 5 9/25	• **Venture News** • **Guest Speaker** • Class discussion • **Evaluating** • Due diligence, with a focus on the team • **Case Study** • Funding New Ventures, Valuation	• Dig for Diligence • Venture Capital Due Diligence: Management Team • **Case Study** • Funding New Ventures, Valuation Supplemental Resource: AllRaise TAM for New Market (viewed in class)	
Week 6 10/02	• **Venture News** • **Guest Speaker** • Class discussion • **Evaluating** Due Diligence, with a focus on product and technology	• How to Identify Your Market & Size Up Competitors • Scouting the Competition • Getting Meaningful Customer Feedback • Product Market Fit • SaaS Metrics Supplemental Resource: • Diligence Questions • All Raise Masterclass TAM view in class	

Date	Topics	Readings	Assignments

Week 7 10/09	• **Venture in the News**
	• **Guest Speaker**
	• Class discussion
	
	• **Transacting**
	  • Term sheets
	
	• **Cap Tables Part 3**
	  • Series A & Option Pool Refresh
	• **Case Study**
	   Eventbrite: Market Sizing
		• Clean Sheets
		• What is a Cap Table Platform and Why do You Need One?
		• **Case Study**
		   Eventbrite: Market Sizing
		•	

Week 8 10/16	• **Venture in the News** • **Guest Speaker** • **Transacting** • Valuation • Negotiation • Co-Investors & Syndicates	Supplemental Resources: All Raise Masterclass view in class: • Setting your Valuation • Making the Close	**Project 2: Deal Flow & Ecosystem Mapping Due**
Week 9 10/23	• **Venture in the News** • **Guest Speaker** • **Term Sheets** • **Case Study** • Rebel Technologies Series Seed Negotiation	• Voting Rights • Can You Trust Your Co-Investors • **Case Study** • Rebel Technologies Series Seed Negotiation Supplemental Resources • All Raise Masterclass Video	

Week 10 10/30	• **Venture News**
	• **Guest Speaker**
	• **Managing the Portfolio**
	  • Focusing on the Team
	  • Continuing Diligence
	  • Follow-on Investments
	  • Portfolio Construction
	  • Serving on the Board
	
	• **Cap Tables Part 5**
	  • The Down Round and Anti-Dilution
		• A Dozen Things I've Learned from Georges Doriot
		• Managing the CEO
		• Why Entrepreneurs Don't Scale
		• Deal Management
		• Portfolio Construction
		• How to Up Your Board Meeting Game
		• Board of Directors Roles and Responsibilities
		• Let's Fix Start-Up Boards
			Bonus Opportunity:
			 • Venture News
			 • Speaker Engagement

Date	Topics	Readings	Assignments
Week 11 11/06	• **Venture News** • **Guest Speaker** • **Exiting** • Types of liquidity • How to manage an exit • Liquidation analysis • **Cap Tables Part 6** • The Exit	• Acqui-Hiring • The VC Math Problem • Companies are Bought, Not Sold • What is a good venture return	• **Project 3: Investment Memo**
Week 12 11/13	• **Venture News** • **Guest Speaker** • **Managing Venture Funds** • Fundraising for and managing venture funds • Venture fund roles and recruiting • **Legal and Ethical Considerations** • Overview of the laws and ethics of venture investment	• Kauffman Foundation on Venture Capital Funds • Is Venture Capital Worth the Risk • Tribe Capital Struggles Case Study: Evaluating VC Term Sheets	
Week 13 11/20	• **Venture News** • **Learning from Failure** • **Case Study: Pear Venture Capital**	• Startup Failure: Reasons • Failure Case Studies • **Case Study: Pear Venture Capital**	
Week 14 11/27	• **Final Presentations** (10 min per team) • **Final Thoughts**		**Project 4: Exit Analysis and Presentation**
Finals week 12/11	• **Final Presentations** (10 min per team)		**Project 4: Exit Analysis and Presentation**

DESCRIPTION OF ASSIGNMENTS

Detailed rubrics for each assignment will be prepared and posted to Blackboard before the assignment due date. In the case of any conflict between the descriptions below and the rubrics, the rubrics posted in Blackboard are the final word on the requirements for the project.

1.   Fund Strategy – Team Project

The fund strategy describes the key points of your team's investment strategy, including the sector, stage, and geography you will target, along with your fund's investment model.

2.   Deal Flow and Ecosystem Mapping – Individual

Report on your deal flow including mapping of ecosystems. Create deal flow database (e.g., airtable) identify at least five startups that fit your fund model.

3.   Investment Memo – Individual Project

You will be asked to start an Investment Memo for one of the companies that has presented in class or a company in your deal flow pipeline. Specifically, you will focus on the (1) market conditions favoring the opportunity, "why now" (2) startup's value proposition, (3) team's right to win, (4) competitive landscape, and (5) potential co-investors.

4.   Exit Analysis and Presentation – Team Project

Each team will select one company and prepare for presentation a short PowerPoint focusing on funder-founder fit, the important key elements for investment success or failure for the company, the return potential of the startup and risk mitigation based on identified gaps. Each team will be present live during class.

GUIDELINES FOR ASSIGNMENTS

The following guidelines apply to ALL assignments without exception. All assignments must be posted to Blackboard by the date and time due as posted in the **Course Assignments** section above. If you will not be in class on the due date, your team's assignment must still arrive no later than the time and date it is due. Please keep copies of all your files and emails until the end of the semester. Remember to check your USC email, and not just your Marshall email, to ensure you see all Blackboard communications regarding the course and assignments.

All assignments must be submitted electronically in Blackboard and labeled properly. Please follow the logical labeling conventions below, or your assignment may be considered late:

1. Individual Projects:

   Last Name First Name - Project [#]

   Example for Project 6: Smith Mary - Project 6

2. Team Projects:

   Team [Letter Designation or Name] - Project [#]

   Example for Project 7: Team A - Project 7

Teams will be established in the second class session. You may select your own team, or the Professor can assign teams. You may choose a team name if you desire. We will not accept files with generic labels like "assignment." You should put your full name and your teammates' names in alphabetical order at the top of the page of the actual assignment document or on the cover slide of all PowerPoint decks.

Your papers may be randomly submitted to "TurnItIn" through Blackboard, which will screen your work for plagiarism. Any material cited verbatim from its original source should be in quotes and contain a reference to a full citation for that source. Paraphrased work should also contain a reference to the source citation.

LATE SUBMISSIONS

Assignments are due and must be turned in BEFORE the start of class on the due date for the assignment in order to be eligible for full credit.

Assignments turned in late will be graded in accordance with the rubric, and then a reduction will be applied as follows:

• Assignments turned in after the beginning of class but on the due date will lose 5% of the graded points.
• Assignments turned in the day after the due date will lose an additional 10% of the graded points for a total reduction of 15%.
• For each calendar day thereafter, assignments lose an additional 10% of the graded points

• An assignment turned in on the last acceptable day of seven calendar days after the due date will lose a total of 75% of the graded points.

Assignments turned in more than seven calendar days after the due date will not be graded and will receive no points.

USE OF AI GENERATORS:
In this course, I encourage you to use artificial intelligence (AI)-powered programs to help you with assignments that indicate the permitted use of AI. You should also be aware that AI text generation tools may present incorrect information, biased responses, and incomplete analyses; thus they are not yet prepared to produce text that meets the standards of this course. To adhere to our university values, you must cite any AI-generated material (e.g., text, images, etc.) included or referenced in your work and provide the prompts used to generate the content. Using an AI tool to generate content without proper attribution will be treated as plagiarism and reported to the Office of Academic Integrity. Please review the instructions in each assignment for more details on how and when to use AI Generators for your submissions.

THE IMPORTANCE OF COURSE EVALUATIONS

I very much appreciate the end-of-semester student course evaluations. We try to continuously improve the course based on feedback from students, so you can help the next generation by filling out the evaluation at the end of class.

TECHNOLOGY REQUIREMENTS

The lecture presentations, links to articles, assignments, and rubrics are located on Blackboard. To participate in learning activities and complete assignments, you will need:

- Access to a working computer that has a current operating system with updates installed;
- Reliable Internet access and a USC email account;
- A current Internet browser that is compatible with Blackboard (Google Chrome is the recommended browser for Blackboard);
- Microsoft Word as your word processing program; and
- Access to Pitchbook
- Reliable data storage for your work, such as a USB drive or Office365 OneDrive cloud storage.

If your computer does not have Microsoft Word, Office 365 package is available to you free of charge and allows you to install Word, Excel, PowerPoint, Outlook, OneNote, Publisher, and Access on up to 5 PCs or Macs and Office apps on other mobile devices including tablets. Office 365 also includes unlimited cloud storage on OneDrive. To download Office 365 log into your student (University) email through a web browser, choose Settings (top right corner), and select software. If you have further questions or need help with the software, please contact the USC ITS service portal.

While this class will be taught live and in person, if the University provides accommodation to allow you to attend via Zoom, then Online lectures through Zoom will be provided in Blackboard. Therefore, you must have access to the Internet to view/hear lectures. No special software is required, but you will need a working video camera with microphone for use on Zoom

CLASS CONDUCT
- Arrive on time at 6:30 pm
- Respectfully minimize distractions – turn your ringer off
- When sending an email, please include a detailed subject line, reference the course number (BAEP 559)
- Laptop policy: no laptops when guest speakers are present and at Professor's discretion at other times

OPEN EXPRESSION AND RESPECT FOR ALL
An important goal of the educational experience at USC Marshall is to be exposed to and discuss diverse, thought-provoking, and sometimes controversial ideas that challenge one's beliefs. In this course we will support the values articulated in the USC Marshall "Open Expression Statement" (https://www.marshall.usc.edu/about/open-expression-statement).

Statement on Academic Conduct and Support Systems

Academic Integrity:
The University of Southern California is a learning community committed to developing successful scholars and researchers dedicated to the pursuit of knowledge and the dissemination of ideas. Academic misconduct, which includes any act of dishonesty in the production or submission of academic work, compromises the integrity of the person who commits the act and can impugn the perceived integrity of the entire university community. It stands in opposition to the university's mission to research, educate, and contribute productively to our community and the world.

All students are expected to submit assignments that represent their own original work, and that have been prepared specifically for the course or section for which they have been submitted. You may not submit work written by others or "recycle" work prepared for other courses without obtaining written permission from the instructor(s).

Other violations of academic integrity include, but are not limited to, cheating, plagiarism, fabrication (e.g., falsifying data), collusion, knowingly assisting others in acts of academic dishonesty, and any act that gains or is intended to gain an unfair academic advantage.

The impact of academic dishonesty is far-reaching and is considered a serious offense against the university. All incidences of academic misconduct will be reported to the Office of Academic Integrity and could result in outcomes such as failure on the assignment, failure in the course, suspension, or even expulsion from the university.

For more information about academic integrity see the student handbook or the Office of Academic Integrity's website, and university policies on Research and Scholarship Misconduct.

Please ask your instructor if you are unsure what constitutes unauthorized assistance on an exam or assignment, or what information requires citation and/or attribution.

Students and Disability Accommodations:

USC welcomes students with disabilities into all of the University's educational programs. The Office of Student Accessibility Services (OSAS) is responsible for the determination of appropriate accommodations for students who encounter disability-related barriers. Once a student has completed the OSAS process (registration, initial

appointment, and submitted documentation) and accommodations are determined to be reasonable and appropriate, a Letter of Accommodation (LOA) will be available to generate for each course. The LOA must be given to each course instructor by the student and followed up with a discussion. This should be done as early in the semester as possible as accommodations are not retroactive. More information can be found at osas.usc.edu. You may contact OSAS at (213) 740-0776 or via email at osasfrontdesk@usc.edu.

Support Systems:

Counseling and Mental Health - *(213) 740-9355 – 24/7 on call*
Free and confidential mental health treatment for students, including short-term psychotherapy, group counseling, stress fitness workshops, and crisis intervention.

988 Suicide and Crisis Lifeline - *988 for both calls and text messages – 24/7 on call*
The 988 Suicide and Crisis Lifeline (formerly known as the National Suicide Prevention Lifeline) provides free and confidential emotional support to people in suicidal crisis or emotional distress 24 hours a day, 7 days a week, across the United States. The Lifeline is comprised of a national network of over 200 local crisis centers, combining custom local care and resources with national standards and best practices. The new, shorter phone number makes it easier for people to remember and access mental health crisis services (though the previous 1 (800) 273-8255 number will continue to function indefinitely) and represents a continued commitment to those in crisis.

Relationship and Sexual Violence Prevention Services (RSVP) - *(213) 740-9355(WELL) – 24/7 on call*
Free and confidential therapy services, workshops, and training for situations related to gender- and power-based harm (including sexual assault, intimate partner violence, and stalking).

Office for Equity, Equal Opportunity, and Title IX (EEO-TIX) - *(213) 740-5086*
Information about how to get help or help someone affected by harassment or discrimination, rights of protected classes, reporting options, and additional resources for students, faculty, staff, visitors, and applicants.

Reporting Incidents of Bias or Harassment - *(213) 740-5086 or (213) 821-8298*
Avenue to report incidents of bias, hate crimes, and microaggressions to the Office for Equity, Equal Opportunity, and Title for appropriate investigation, supportive measures, and response.

The Office of Student Accessibility Services (OSAS) - *(213) 740-0776*
OSAS ensures equal access for students with disabilities through providing academic accommodations and auxiliary aids in accordance with federal laws and university policy.

USC Campus Support and Intervention - *(213) 740-0411*
Assists students and families in resolving complex personal, financial, and academic issues adversely affecting their success as a student.

Diversity, Equity and Inclusion - *(213) 740-2101*
Information on events, programs and training, the Provost's Diversity and Inclusion Council, Diversity Liaisons for each academic school, chronology, participation, and various resources for students.

USC Emergency - *UPC: (213) 740-4321, HSC: (323) 442-1000 – 24/7 on call*
Emergency assistance and avenue to report a crime. Latest updates regarding safety, including ways in which instruction will be continued if an officially declared emergency makes travel to campus infeasible.

USC Department of Public Safety - *UPC: (213) 740-6000, HSC: (323) 442-1200 – 24/7 on call*
Non-emergency assistance or information.

Office of the Ombuds - *(213) 821-9556 (UPC) / (323-442-0382 (HSC)*
A safe and confidential place to share your USC-related issues with a University Ombuds who will work with you to explore options or paths to manage your concern.

Occupational Therapy Faculty Practice - *(323) 442-2850 or* otfp@med.usc.edu
Confidential Lifestyle Redesign services for USC students to support health promoting habits and routines that enhance quality of life and academic performance.

Support Systems:

Counseling and Mental Health - (213) 740-9355 – 24/7 on call
studenthealth.usc.edu/counseling
Free and confidential mental health treatment for students, including short-term psychotherapy, group counseling, stress fitness workshops, and crisis intervention.

National Suicide Prevention Lifeline - 1 (800) 273-8255 – 24/7 on call
suicidepreventionlifeline.org
Free and confidential emotional support to people in suicidal crisis or emotional distress 24 hours a day, 7 days a week.

Relationship and Sexual Violence Prevention Services (RSVP) - (213) 740-9355(WELL), press "0" after hours – 24/7 on call
studenthealth.usc.edu/sexual-assault
Free and confidential therapy services, workshops, and training for situations related to gender-based harm.

Office for Equity, Equal Opportunity, and Title IX (EEO-TIX) - (213) 740-5086
eeotix.usc.edu
Information about how to get help or help someone affected by harassment or discrimination, rights of protected classes, reporting options, and additional resources for students, faculty, staff, visitors, and applicants.

Reporting Incidents of Bias or Harassment - (213) 740-5086 or (213) 821-8298
usc-advocate.symplicity.com/care_report
Avenue to report incidents of bias, hate crimes, and microaggressions to the Office for Equity, Equal Opportunity, and Title for appropriate investigation, supportive measures, and response.

The Office of Student Accessibility Services (OSAS) - (213) 740-0776
osas.usc.edu
OSAS ensures equal access for students with disabilities through providing academic accommodations and auxiliary aids in accordance with federal laws and university policy.
USC Campus Support and Intervention - (213) 821-4710

campussupport.usc.edu
Assists students and families in resolving complex personal, financial, and academic issues adversely affecting their success as a student.

Diversity, Equity and Inclusion - (213) 740-2101
diversity.usc.edu
Information on events, programs and training, the Provost's Diversity and Inclusion Council, Diversity Liaisons
for each academic school, chronology, participation, and various resources for students.

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dps.usc.edu, emergency.usc.edu
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USC Department of Public Safety - UPC: (213) 740-6000, HSC: (323) 442-120 – 24/7 on call
dps.usc.edu
Non-emergency assistance or information.

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*Occupational Therapy Faculty Practice - (323) 442-33*40 or otfp@med.usc.edu chan.usc.edu/otfp
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