

TABLE OF CONTENTS

1. BUSINESS START-UP	1
A. How To Begin: Checklist for Forming an Ohio Corporation – Jason C. Blackford	2
B. Know the Advantages and Disadvantages of C-Corporations, S-Corporations and Limited Liability Companies – Jack Kurant, Michele R. Yeh, Jeanne M. Rickert and Wade Wagatsuma	6
C. C-Corporations, S-Corporations and Limited Liability Companies Are Taxed Differently – Jack Kurant, Michele R. Yeh, Jeanne M. Rickert and Wade Wagatsuma	9
D. The LLC: A Useful Business Entity – Michael J. Stegman	11
E. Essential Elements for Operating Agreements of Limited Liability Companies – D. David Carroll and Adam J. Biehl	12
F. Letters of Intent: To Do or Not To Do – Charles R. Schaefer	14
G. Internal Governance – Codes of Regulations and Bylaws – D. David Carroll, Todd J. Samples and Jameel S. Turner	15
H. Franchise Laws Protect Investors – G. Jack Donsen and Christopher A. Kuhnhein	16
I. Buyer Beware: The Steps to Purchasing a Business – Michael A. Ellis	18
J. The Business Acquisition Checklist – Bruce D. Bernard	19
K. Marriage Plans Affect Business – Laura S. Zeldin and Pamela J. MacAdams	20
L. Divorce Affects Business – Laura S. Zeldin and Pamela J. MacAdams	22
M. Incorporation Limits Liability – Jack L. Neuenschwander and Christopher R. Pettit	24
N. Shareholders Can Be Personally Liable for Corporate Obligations – Jason C. Blackford	26
O. Understanding Personal Liability for Corporate Obligations – D. David Carroll, Hollie Foust and Jameel S. Turner	28
2. MONEY MATTERS	30
A. Financing Your Business – Thomas C. Washbush	31
B. Preparation Can Improve Bank Loan Experience for Business Borrowers – Paul E. Peltier, Timothy M. Oyster and Jeffrey S. Rosenstiel	33
C. Should You Buy or Lease Your Business Assets? – Bruce D. Bernard	35
D. Retirement Plan Option for Small Employers May Make 401(K) Plan Affordable – Richard A. Naegele and William P. Prescott	36
E. Key Considerations When Adding Private Equity to Your Portfolio – Joseph K. Juster	38
F. Bill Collection: How To Get the Money You’re Owed – Christopher Ernst and Nellie So	39
G. A State Tax Time Bomb – David L. Chilcoat and Jon Murphy	40
H. Business Taxes: Part of the Cost of Doing Business – Scott F. Sturges	42
I. Tax Planning for Mature Companies – Bruce D. Bernard	45
J. Dealing with Your Bank When Your Company Is Underperforming – Thomas C. Washbush	47

K.	Knowing about Foreclosure Can Help You Avoid It – Alan J. Ullman and John R. Cummins _____	49
3.	UTILITIES _____	53
A.	Public Utility Rates: Who’s in Charge? – Stephen M. Howard _____	54
B.	PUCO and Public Utility Rates: How Are They Set? – Stephen M. Howard _____	56
C.	Know about “Customer Choice” Programs When Selecting Your Gas Company – Mary W. Christensen and the Public Utilities Commission of Ohio _____	58
D.	Choosing a Local Telephone Company – Mary W. Christensen and the Public Utilities Commission of Ohio _____	61
E.	Understanding a Local Telephone Bill – Public Utilities Commission of Ohio _____	63
F.	Understanding Telephone Scams: Slamming and Cramming – Public Utilities Commission of Ohio _____	65
G.	What To Know about Aggregation – Public Utilities Commission of Ohio _____	67
H.	Telephone Customers Have Rights – Public Utilities Commission of Ohio _____	69
4.	INTELLECTUAL PROPERTY _____	71
A.	Copyright Basics – Patricia A. Walker _____	72
B.	“Fair Use” Doctrine Permits Limited Copying of Copyrighted Material – Patricia A. Walker _____	74
C.	Frequently Asked Questions about Copyrights – Susan D. Rector _____	76
D.	Copyright Notice and Registration Benefits Copyright Owner – Alan S. Wernick _____	78
F.	Spreadsheets and Intellectual Property – Steven A. Hill _____	80
G.	What You Don’t Know about Patents Could Hurt Your Business – Ralph E. Jocke _____	81
H.	What You Don’t Know about Trademarks Could Hurt Your Business – Ralph E. Jocke _____	82
I.	Frequently Asked Questions about Trademarks – Susan D. Rector _____	84
J.	What You Don’t Know about Trade Secrets Could Hurt Your Business – Ralph E. Jocke _____	85
5.	INSURANCE AND RISK MANAGEMENT _____	86
A.	Dealing with Your Insurance Company – W. Kelly Lundrigan _____	87
B.	Know about Taxes When Using Business Life Insurance – Paul S. Klug _____	89
C.	Business Insurance Protects Property and Covers Liability – Jack L. Neuenschwander and Monica L. Waller _____	91
D.	Ask Questions When Selecting Health Insurance for Your Small Business – Nancy A. Brigner, Melissa C. Lloyd and Chad W. Helmick _____	93
E.	Protecting You and Your Employees’ Income with Disability Insurance – Alan Berliner _____	95

F.	Long-Term Care Insurance: Overlooked Healthcare and Tax Planning – Mary Jo Hudson and Katherine J. Melton _____	98
G.	Shoplifting and Loss-Prevention Programs – Hon. Richard M. Wallar _____	100
H.	Insurance for E-Commerce Risks – Alan Berliner _____	101
I.	Ohio Provides Continuing COBRA Coverage Information for Former Small Business Employees – Mary Jo Hudson _____	103
6.	EMPLOYEE HIRING/FIRING _____	106
A.	Don't Take Potential Employees at Face Value – Joseph B. Swartz _____	107
B.	Managing the Hiring Process – Marc A. Fishel _____	108
C.	Know the Law When Using an Outside Agency To Do Background or Credit Checks – Neil E. Klingshirn and Maribeth Deavers _____	109
D.	Reference-Checking Law Benefits Employers – Donald R. Keller, Jerry E. Nathan, Timothy J. Owens, and Betsy A. Swift _____	111
E.	Employers Have “Qualified Privilege” When Conveying Information about Employees – Frederick M. Gittes _____	113
F.	Employee or Independent Contractor? Know the Difference – Gary M. Harden _____	114
G.	Employment-at-Will Doctrine Has Limitations – Neil E. Klingshirn _____	117
H.	Know the Law Before Hiring or Relocating Employees for Work in Ontario, Canada – Cindy-Ann L. Thomas and Jeffrey S. Moeller _____	120
I.	Employers Must Take Steps To Avoid Hiring Illegal Aliens – Barton A. Bixenstine _____	122
J.	U.S. Immigration Laws Allow Treaty Trader Visas – Jeffrey S. Moeller _____	125
K.	Protect Your Interests with Non-Competition Agreements – Neil E. Klingshirn _____	127
L.	Know How To Handle Retaliation and Whistle-Blowing – Neil E. Klingshirn _____	129
M.	EEOC and Civil Rights Commission Address Workplace Discrimination – Neil E. Klingshirn _____	131
N.	Employers Must Comply with the Americans with Disabilities Act (ADA) – Jane P. Perry, Ohio Legal Rights Service _____	133
O.	Employers Must Understand Implications of Expanded Americans With Disabilities Act – Eric J. Johnson _____	138
P.	Law Bans Employers from Using Genetic Information To Make Employment Decisions – Patricia F. Weisberg _____	140
Q.	The Need for Layoffs: Legal and Practical Considerations – Stacy V. Pollock _____	142
R.	What You Should Know about Severance Payments – Neil E. Klingshirn _____	144
S.	It's Just Not Working Out: How To Terminate that Problem Employee – Stacy V. Pollock _____	146

7.	EMPLOYER RESPONSIBILITY	148
A.	Business Owners Shoulder Responsibility for Employed Drivers – Lynn A. Lazzaro	149
B.	Know the Extent of Your Responsibility for Employees’ Injuries – Jack L. Neuenschwander and Douglas J. Schockman	151
C.	Spousal and Child Support Issues Affect Business Owners – Laura S. Zeldin and Pamela J. MacAdams	153
D.	Who Has Responsibility for Ice and Snow Injuries? – Lynn A. Lazzaro	155
E.	Individual Supervisors May Be Liable for Violation of Discrimination Laws – Linda C. Ashar	157
F.	Conflict of Interest Policies Are Crucial for Non-Profits – Jeffrey J. Fanger	159
G.	Understand Implications of Ohio’s CDL Disqualification Law – Jon J. Saia	160
H.	Anti-Harassment Policies Key To Limiting Employer Liability – Bradd N. Siegel	161
I.	Keep Your Employees—and Your Business—Healthy – Patricia F. Weisberg	162
J.	Helpful Hints for Office Holiday Parties – James B. Yates and Sarah E. Pawlicki	164
K.	Can I Say That? Legal Basics Every Advertiser Should Know – Jill P. Meyer	166
8.	EMPLOYEE MANAGEMENT: RIGHTS AND BENEFITS	167
A.	The New FMLA Rules: Employer Opportunities and Obligations – Gary S. Batke	168
B.	Asserting Employers’ Rights To Manage Employee Leave – D. Lewis Clark Jr. and Amy Ruth Ita	171
C.	Privacy in the Workplace: Laws Govern E-Mail, Locker Searches, Drug Testing, Etc. – Gregory A. Gordillo and Maribeth Deavers	173
D.	Laws Govern Surreptitious Telephone and Video Tape Recording – Kenneth A. Zirm	176
E.	Protecting Against Sexual Harassment Lawsuits – Thomas H. Barnard	177
F.	The “Seven Habits” of Harassment-Free Companies – Thomas H. Barnard	179
G.	Plan for Potential Strike When Negotiating in Collective Bargaining – Marc A. Fishel	180
H.	Members of the Military Have Civilian Job Protections – Justin D. Flamm	181
I.	Accommodating Religion in the Workplace – Justin D. Flamm	182
J.	Over-the-Counter Drugs Covered by Health Care Flexible Spending Accounts – Jason Rothman	183
K.	Health Reimbursement Arrangements (HRAs) – Jason Rothman	184
L.	Accountable Business Expense Reimbursement Plans – Jason Rothman	185
M.	Auditing Your Employee Benefits – Jack F. Fuchs	186

9.	WORKERS' COMPENSATION	187
A.	Workers' Compensation: Basics of Coverage – Brian P. Perry	188
B.	Workers' Compensation: Basics of Litigation and Benefits – Brian P. Perry	189
C.	Workers' Compensation: When Is an Injury or Disease Compensable? – Brian P. Perry	191
D.	Workers' Compensation: Related Issues – Brian P. Perry	193
E.	Employers Should Understand Limits on Non-Lawyers in Workers' Compensation Claims and Other Areas of Law – Cathryn R. Ensign	195
F.	Workers' Compensation Drug and Alcohol Testing Law – James D. Viets and James M. Vonau	197
10.	COMPLYING WITH STATE AND FEDERAL LAWS	198
A.	United States Department of Labor Resources	199
B.	What You Should Know about Securities Laws – Gary M. Harden	201
C.	Federal Trade Commission (FTC) Enforces “Consumer Protection” Laws – Mark L. Silbersack	204
D.	Ohio Law Mandates “Fairness” in Construction Contracting – Russell R. Aukerman, William F. Kolis Jr. and Michael Niederbaumer	206
E.	What Employers Should Know about Ohio’s Minimum Wage – Neil E. Klingshirn	208
F.	Wage-and-Hour Update: When Must an Employee Be Paid for Travel Time? – Gregory T. Lodge	210
G.	Avoiding Antitrust Problems – John J. Eklund	211
H.	Taxpayers Can Choose Method for Estimating Commercial Activity Tax Payments – Mark A. Engel	213
I.	Complying with Ohio’s Smoking Ban – Justin D. Flamm	214
11.	ENVIRONMENTAL ISSUES	215
A.	Environmental Issues Affect Small Business and Real Estate Acquisitions – Brian M. Babb, Douglas G. Haynam and Dale T. Vitale	216
B.	Learn about Two Important Acts for Environmental Issues – Thomas M. Skove	218
C.	You May Need an Environmental Permit for Your Business – Brian M. Babb, Douglas Haynam and Dale T. Vitale	220
D.	How To Manage Chemical or Petroleum Spills or Releases – Brian M. Babb, Douglas G. Haynam and Dale T. Vitale	222
E.	Ohio Businesses Can Appeal Ohio EPA Decisions – Charles R. Dyas Jr.	224
F.	Mold: A Small Business Concern – Ronald B. Lee, Aaron E. McQueen and Brad A. Rimmel	225
G.	Know Ohio’s Open Burning Regulations – Ohio Farm Bureau Federation	226

H.	What Business Owners Should Know about Mold and Air Quality Issues – Brent C. Taggart _____	228
I.	How Are Environmental Liabilities Handled by the Bankruptcy Code? – David G. Cox _____	229
12.	ONLINE LAW _____	231
A.	The Rules of Doing Business Online – Robert L. Ellis _____	232
B.	Use Your Trademarks Wisely and They’ll Serve You Well – Alan J. Hartman _____	234
C.	Be Careful When Using Internet Services – Jeffrey J. Fanger _____	236
D.	Cyberlaw: How To Manage Employee Access to the Internet – Mary W. Christensen and Timothy J. Owens _____	237
E.	Electronic Signatures: Might You Sign a Contract Without Realizing It? – Robert L. Ellis _____	239
F.	The Federal CAN-SPAM Act: Rules for Marketing by E-Mail – A. Brian Dengler and Nancy L. Reeves _____	241
13.	HANDLING LEGAL MATTERS _____	243
A.	When a Handshake Isn’t Enough – Neil W. Gurney _____	244
B.	When the Emperor Has No Clothes – Beatrice E. Wolper _____	245
C.	What Is ADR and Why Use It? – Keith L. Faber _____	246
D.	Mediation Can Resolve Business Disputes – Harold D. Paddock _____	248
E.	Uniform Mediation Act Affects Dispute Resolution – Harold D. Paddock _____	250
F.	Can Foreclosure Mediation Help Me? – Harold D. Paddock _____	252
G.	Arbitrating Business Disputes: Plan Ahead – Anthony LaCerva _____	254
H.	Three Keys To Dealing with Litigation – Jeffrey J. Fanger _____	255
I.	Divorce Victim: Family Business? – Charles R. Schaefer _____	257
J.	Attorney Fees: What You Should Know – Ohio State Bar Association _____	258
K.	How To Get the Most from an Attorney-Client Relationship – Janet L. Green Marbley and Gene Whetzel _____	259
L.	Payback Time – Janet L. Green Marbley _____	261
M.	Lawyers Keep Clients’ Confidences – Lance Tibbles _____	262
N.	Paralegals Aid Attorneys and Clients – Laura C. Barnard _____	266
14.	EXIT STRATEGIES _____	268
A.	Exit Strategies for Small Business Owners – D. David Carroll and Harlan S. Louis _____	269
B.	Planning To Sell Your Business? – Thomas C. Washbush _____	271
C.	Life Insurance Figures in Business Succession Planning – Paul S. Klug _____	273
D.	Make Your Succession Plan a Plan To Succeed – Paul S. Klug _____	275
E.	Business Succession: The No-Tax Solution – Timothy C. Jochim and Paul S. Klug _____	276
F.	Business Bankruptcy: What, When, and How – Anthony J. DeGirolamo _____	277
15.	INDEX _____	279