

**FRIEDMAN &
RUMMELL CO.,
L.P.A.**

~ Est. 1919 ~

Joseph Friedman (1908-1957)
Evan J. Rummell (1917-1964)
Robert B. Weimer (1932-1964)
Arthur N. K. Friedman (1939-2003)

Our Firm

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Carl D. Rafoth
Leonard D. Schiavone
James B. Dietz
Robert M. Palma
Christopher J. Schiavone
David A. Kovass
Tracie L. Schmidt

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Client Newsletter

Volume 2, Issue 1

January 2009

Friedman & Rummell Celebrates 90 Years of Service

This year, F&R is celebrating its 90th year of service in the Mahoning Valley. Joseph Friedman (pictured right) began



practicing law in 1908, and quickly made a name for himself as a well known and respected lawyer. In 1917, Evan J. Rummell (pictured far right) began practicing law,

and in 1919, he joined Joseph Friedman to form the Law Offices of Friedman & Rummell. They quickly established themselves as a trusted and respected firm. The firm grew stronger when Robert J. Weimer joined in 1932, followed by Arthur Friedman in 1939.

Not only has the name Friedman & Rummell stood the test of time, but so too have the values, reputation, and tradition that were established by these



men nearly a century ago. It is this rich history and belief in tradition that has helped us carry on for 90 years.

As we approach our centennial, we pledge to uphold these same values, and we thank each of you for giving us the opportunity to serve you.

How to Hold Title to Your Commercial Real Estate

By Christopher J. Schiavone



If you own commercial real estate or are contemplating purchasing commercial real estate sometime in the future, you may want to consider establishing a limited liability company to own the property. There are several advantages to utilizing an LLC as a "holding" company for real estate.

If you currently own property individually or as a part of the entity that operates your business, you or your company could be subjected to various types of liability, such as personal injury, property damage, contractor disputes, and even environmental issues. Establishing an LLC for the sole purpose of owning commercial property not only protects your business assets, but also limits the exposure of personal liability.

An LLC can also provide certain cost savings and tax advantages. For example, the income of a single member LLC will "pass through" directly to the owner so that the LLC itself is not required to file a separate income tax return. This enables you to streamline the reporting of income and expenses associated with the property while simultaneously avoiding double taxation on the income generated from the property, as would be the case if a C corporation owned the property.



These advantages become even more apparent if you own or are interested in owning multiple properties. In particular, you may want to set up a "parent" LLC to act as the owner of multi-

ple "subsidiary" LLC's. Each separate subsidiary can then be utilized to own a single commercial property. Structuring the ownership of the properties in this manner would afford further liability protection of the assets or equity of each property.

These are just a few of the advantages of utilizing an LLC for the ownership of commercial real estate. Keep in mind that forming an LLC to own commercial property is not a substitute for the proper liability insurance, but rather an added layer of protection for your business and personal assets. The change of ownership from an individual to an LLC, however, may create a small increase in insurance premiums depending on a variety of circumstances. Therefore, careful consideration must be given when determining how to own commercial real estate.

For more information on using an LLC to own your commercial real estate or for any other real estate issues, please contact Christopher J. Schiavone at cschiavone@fandrlaw.com, Leonard D. Schiavone at lschiavone@fandrlaw.com, or Carl D. Rafoth at crafoth@fandrlaw.com.

Boardman Steel, Inc.



David C. Deibel, owner and President of Boardman Steel, Inc.

Founded in 1963 by Jerry P. Deibel with no facilities, no equipment, and no inventory, Boardman Steel, Inc. has grown to become a leader in the structural steel fabrication industry in this part of the country and beyond. In 1999, David C. Deibel assumed his father's position as owner and President of this business housed in its 43,000 square foot facility on 15 acres in Boardman Township, with

approximately forty employees. BSI has been a force in the industry not only in Ohio, but also western Pennsylvania, nationally, and even internationally, playing an extensive roll in the planning and erection of structures throughout the world. From the Post Office in downtown Youngstown and Loews Theater in Pennsylvania, to the IBM Office Building in New York and the Shola Shopping Center in Saudi Arabia, BSI takes on projects with the quality, professionalism, and

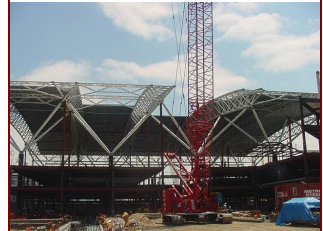
dedication that it takes to remain an industry leader for nearly half a century.

Not only is BSI committed to the work it does, but it's also committed to supporting many local organizations, such as Youngstown State University, YSU Athletics, the YMCA, Camp Fitch, and the Boy Scouts, just to name a few.

Following in the footsteps of his father, Mr. Deibel's commitment to the Youngstown community and surrounding areas is unflinching. The contributions of BSI and the Deibel family are not just limited to monetary support, as they have also contributed an extensive amount of labor for many of the area businesses, including Powers Auditorium, Stambaugh Auditorium, and part of the YSU Stadium.

Since its inception, Boardman Steel has been a client of Friedman & Rummell. We are proud to have had the opportunity to represent BSI for so long, and look forward to many more years of continued service.

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Pictured above is part of the JFK Airport Concourse in New York, one of Boardman Steel's largest projects.



Aerial view of the roof of the Kimmel Center in Philadelphia, PA, another one of Boardman Steel's largest projects.

Avoid Probate.... While Living Too

By Tracie L. Schmidt

People adamantly convey their desire to "avoid probate" upon their passing. However, most people never think about encountering probate during their lifetime. Many circumstances exist which could lead you through the doors of the probate court long before you ever contemplated having to do so.

No one plans to become incapacitated in an accident, or have his or her spouse rendered physically helpless, mentally unable to make decisions, or take care of his own children. But what happens if the unthinkable occurs? Who would make decisions for you? Would it be your spouse or a parent? Or,

perhaps a friend or even a court appointed guardian? Remember the tragic scenario in the Florida case involving Terri Schiavo? Family members (parents and spouse) were divided on whether to continue her life-sustaining treatment.

Unfortunately, a guardianship must very often be established, which necessitates administration costs, guardian's compensation and attorney fees, all of which can quickly deplete the person's assets. These types of situations happen all too frequently, but the good news is that there are simple ways to avoid probate while you are living.

Financial Power of Attorney. To ensure that someone is able to take care of your assets,

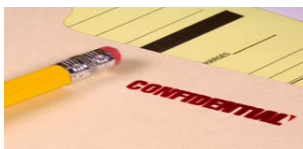
executing a financial POA will allow you to designate a person to act on your behalf to help make financial decisions for you, without giving him or her an ownership interest in your assets. This enables you to give the attorney-in-fact as much or as little control over your finances as you like.

Healthcare Power of Attorney. A healthcare POA is a document that designates someone to make health care decisions for you when you are unable to make them for yourself. The person you have designated in your healthcare POA will have authority to consult with your physician to determine the proper care for you, given your current health condition. However you can

provide certain limitations on this authority, as well as additional instructions specific to your intentions, beliefs and medical requirements. In addition to this healthcare POA, you should execute a living will, which memorializes your wishes should you become terminally ill or permanently unconscious. Having both documents enables your family to more easily make decisions during already difficult times. Keep in mind that these documents are completely revocable while you are competent, so you may amend or revoke them at any time should your circumstances change.

For more information, contact Attorney Tracie L. Schmidt at tschmidt@fandrlaw.com.

Protect Your Trade Secrets and Confidential Information



By James B. Dietz

Virtually every company has a valuable component with respect to its operation. It may be a major customer, a key employee, a process or even a particular marketing method for its products or services. The loss of this part of the business can have a catastrophic effect upon continued operations and profitability. Ohio law affords some protection to companies, but those legal provisions may be insufficient to fully safeguard your business.

The use of contractual arrangements with employees can provide the additional protection employers need to maintain stability and viability. A "standard" Confidentiality, Non-Solicitation and Non-Compete Agreement with key personnel should be considered by any employer who hires employees in crucial positions within the company. Such an agreement may prohibit the disclosure of confidential information, preclude the solicitation of other workers and customers by a key

employee, and prevent the employee from leaving his or her position to work for a competing company.

Confidential information can include customer lists, new product concepts, compensation models, or client development strategies. Again, the loss of this information can be extremely detrimental to a company.

Of course, the same holds true with the loss of a customer or other key staff member who has been taken away by a former employee. It virtually goes without saying that a key employee, such as a salesman, who leaves the employer to work with a direct competitor, will likely have a significant impact on the loss of sales with the company. A proper contractual arrangement at the time of hiring can likely eliminate all of these occurrences and the disruption of your business.

Contrary to the belief of many, these agreements are enforceable and upheld by courts. To the extent that these covenants may be unreasonable, Ohio courts have the ability to modify them to become reasonable. These contracts should contain specific representations by the employee to provide further

support for their enforceability.

In the absence of such contractual arrangements, Ohio law provides protection to companies from former or current employees who abscond with confidential information or trade secrets. Specifically, Ohio Revised Code Section 1333.62 protects an employer from actual or threatened misappropriation of these secrets or information by a former or current employee.

At the beginning of this New Year, each employer should step back and take a good look at the valuable components of its business and take appropriate measures to ensure that they are adequately protected. Ohio law does afford some remedies for the misappropriation of trade secrets and confidential information, as well as relief for those employers injured by such actions. However, this law should not be utilized as a substitute for a proper Confidentiality, Non-Solicitation and Non-Compete Agreement.

For more information on these agreements, contact Attorney James B. Dietz at jdietz@fandrlaw.com or Attorney Leonard Schiavone at lschiavone@fandrlaw.com.



"...the loss of this information can be extremely detrimental to a company."

Friedman & Rummell Co., L.P.A. Launches Website



Friedman & Rummell is proud to announce the recent launch of their website. The attorneys and staff have worked hard to provide visitors to our site a comprehensive look at our firm, our staff, and our goals in serving the Youngstown community. The site has many valuable

resources for all of our clients, including current news and information, recent changes in the law, articles by Friedman & Rummell's own attorneys, as well as Law Facts articles on a variety of helpful topics provided by the Ohio State Bar Association.

You can also learn more

about each of our attorneys and what they do, the history of our firm, and much more. Have an upcoming meeting with one of our attorneys? We have provided some forms on our site that allow you to gather the basic information that will be necessary for the meeting, making it more efficient and cost-effective.

Coming to one of our offices? All of our contact information for both our Youngstown and Canfield offices is located on the site for your convenience, as well as local area maps and links for driving directions. Please visit us on the web at:

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Client
Address
City, State Zip

F&R Staff Appreciated at Annual Secretaries Luncheon

The Mahoning County Bar Association held its Annual Secretaries Luncheon at Mr. Anthony's in Boardman, on Friday, December 5, 2008.

Over 300 people, including Mahoning County judges, attorneys, paralegals and support staff were in attendance at this event to share in honoring all those people who contribute so much to the Mahoning County legal community. Two of our attorneys, Christopher Schiavone and Jamie Dietz, helped host the event.

Each year the Mahoning County Bar Association presents one of the guest attendees with the J. Gerald Ingram Longevity Award, which is awarded to the person who has been employed the longest by a firm or solo practitioner.

The 2008 award went to our own Eileen Rinehart for her 30 years of dedicated service to F&R.



Pictured above just after receiving the J. Gerald Ingram Longevity Award is Eileen Rinehart with Attorney Leonard D. Schiavone, with whom she has worked during most of her 30 years of service. She began with F&R in December of 1977.

Friedman & Rummell would like to extend its sincere gratitude to its staff for all that they do and look forward to many more years with each of them.



Pictured above is the staff of Friedman & Rummell, Co. L.P.A. Standing from left to right are Cindy Jones (Paralegal), Suzi Capaldi, Janet Earl, and Sherri Reeder. Seated from Left to Right are Kay Hall, Georgette Szabados, and Eileen Rinehart.

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