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For unbranded inquiries, contact Robert Ryan at **630.427.0190**, Ext. 205 or robert.ryan@valero.com.

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- 10** Bradford White – Always a superior, feature-packed product at the best possible price

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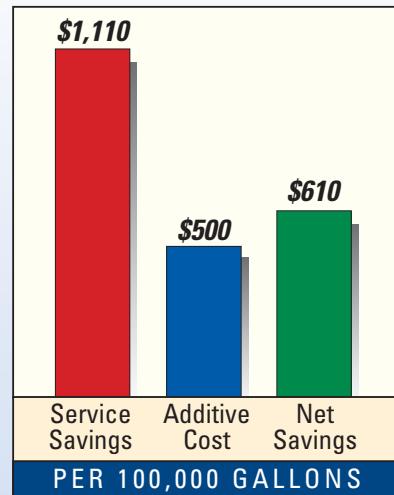
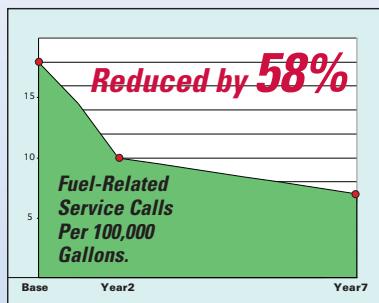
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EMPIRE STATE

PETROLEUM ASSOCIATION

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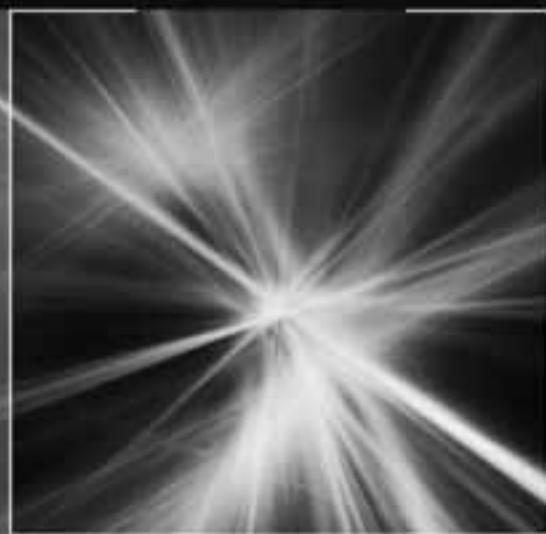
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Conifer Energy is a leading provider of risk management and insurance brokerage services to the Energy Industry, through traditional programs and alternative risk management solutions.

Conifer's approach is to work with those energy companies that maintain or are willing to adopt "Best Practices". This approach, albeit normal operating procedure for some energy companies is still far from commonplace in the industry.

A new captive management program which provides long-term risk management solution is the Energi Program. Developed for fuel distribution companies in all 50 states, Energi offers key advantages including coverage, stability and claims management with a focus on risk management and loss prevention.

Conifer utilizes industry best practices as the foundation for our SafetyPlus™ Program, a customized Loss Prevention & Safety Program that provides Energy Companies with the tools to adopt low cost Safety Programs and Procedures that have proven to reduce exposure and contain long term insurance costs.

Conifer Energy works directly with Energy Companies or with local Independent Insurance Agents and Brokers. This allows companies to leverage our expertise and insurance company relationships while at the same time obtaining local representation.

Conifer's goal is to organize the most comprehensive insurance program possible for each client. This is accomplished by working to get the best price, coverage, and service programs available, from solid and financially stable insurance companies, while insuring the clients most concerned with loss prevention and safety, as well as going the extra mile to offer some unique services for our clients.

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CEO's

MESSAGE

By Thomas J. Peters
Executive Vice President/CEO

In this magazine, you will find several articles authored by some of the professionals who provide important services to ESPA members. These companies work very closely with the ESPA office and share a special relationship with the association.

Federated Insurance Company is the ESPA-endorsed company for property and casualty insurance. Federated provides programs specifically tailored for petroleum marketers at competitive rates. It insures petroleum marketers throughout New York State, and its statewide sales representatives are available to assist marketers with a variety of risk management programs.

Richard Rutigliano is president of **PriMedia**, the provider for the ESPA Web site and the ESPA MemberLetter. PriMedia offers a comprehensive line of marketing and communications services: newsletters; postcards; direct mail marketing; Web site creation, hosting and maintenance; message-on-hold systems; Internet and print advertising; public relations writing; and consultation, training and more for petroleum marketers.

Tracy Richmond is vice president of **COCARD**, the preferred credit card processing company for ESPA. COCARD's specialty is automating the payment process to help customers take control of their cash flow. COCARD also provides reduced credit card processing rates for heating oil marketers.

Ed Ludlum is the director of risk management services for **First Cardinal Corporation**, the administrator of the *New York Petroleum Association Compensation Trust (NYPACT)*, which was formed to provide ESPA members with an alternative to traditional workers' compensation coverage. Participating members in NYPACT have

realized significant savings on their insurance premiums by leveraging the collective clout of safety-conscious employers in the same industry to lessen costs.

Gerry Brien is senior vice president of **Boston Environmental**, which provides a technology with the capability, along with their proprietary software, to predict when an oil tank will fail prior to its actual failure due to corrosion. Boston Environmental calls this program, and the other consulting services that are included, its **TankSure® Program**.

I.C. System was established in 1938 as a two-person collection agency, and the company has grown to become an industry leader in accounts receivable management, with 30,000 clients nationwide. I.C. System holds exclusive endorsements from 500 professional and trade associations, including the Empire State Petroleum Association.

Raymond Fink, Esq. is a partner in the law firm of **Harter Secrest & Emery, LLP**. The firm is Legislative Counsel to ESPA and represents the interest of members before the Governor's Office and State Legislature. The firm also represents business clients in a many different areas and is available to assist ESPA members with their business needs.

As an ESPA member, you are part of an association of hundreds of industry colleagues who share your concerns and who are working to create a more prosperous environment for independent petroleum marketers. In addition to having access to these and many other services and resources, your membership in ESPA affords you a strong voice in the state and federal government. ESPA continually identifies and assesses new legislation that may impact

your business and vigorously works to shape favorable governmental policy. ESPA also pursues key legislation to help marketers better compete and maintain profitability and the viability of their marketplace as a whole. ▲



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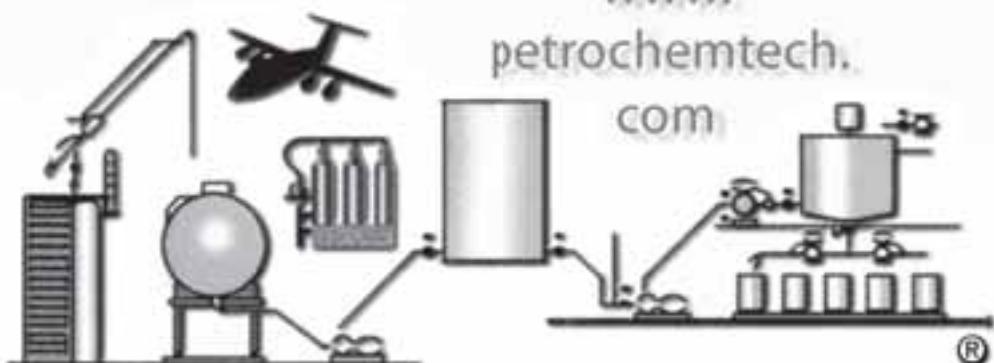
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In Case of Emergency...

Will you be open for business when disaster strikes?

By Federated Insurance

Natural disasters have been grabbing headlines across the United States in epic proportion. We're all at risk from their destruction, no matter our location. Some disasters—such as hurricanes or flooding—come with advanced warning, and others—like tornadoes—strike in an instant with little time to get to safety.

What happens next?

The winds have died down. The storm has passed. The water has receded. Thankfully, no one has been seriously injured. Now your mind-set changes from survival to recovery.

Businesses that are able to reopen sooner after a disaster strikes help their communities recover more quickly. A community cannot survive a disaster



At least one-fourth of all businesses that close because of a disaster never reopen.

unless businesses like yours survive—and a business cannot survive unless its employees survive.

At least one-fourth of all businesses that close because of a disaster never reopen. Small businesses are especially vulnerable, because few have the resources or knowledge to assess disaster risks and develop comprehensive recovery plans.

Be prepared

Whether the event is a natural disaster or a fire, there are basic things every business needs in order to get operations quickly back on track. Consider the creation of a disaster recovery plan to be like CPR training for your

business. You'll be glad you're prepared, because a good plan can help pump life back into your business.

Our recommended insurance carrier, Federated Insurance®, has partnered with the Institute for Business and Home Safety (IBHS), a national nonprofit group that works to reduce commercial and residential property losses associated with extreme weather events and natural disasters. Through IBHS, Federated® is making available many valuable resources relating to disaster and recovery planning for you, your business and your employees. These tools are being offered at **no cost** to Empire State Petroleum Association members as another benefit.

Types of Catastrophic Losses 1986-2005	
Tropical Storms/Hurricanes	47.5%
Tornadoes	24.5%
Winter Storms	7.8%
Terrorism	7.7%
Earthquakes	6.7%
Wind/Hail/Flood	2.8%
Fire	2.3%
Civil Disorders	0.4%
Utility Disruption	0.1%
Water Damage	0.1%
Insured disaster losses totaled	
	\$289.1 billion

Source: Institute for Business and Home Safety

One of the exciting programs available through IBHS is called Open for Business®. It contains a variety of tools to help small business owners reduce their potential for loss should disaster strike, and to help them reopen quickly should they be forced to close. Open for Business is designed to walk a business owner through the steps to develop a continuity plan to keep a business profitable after a disaster. It is available online or in print.

IBHS also provides information about best practices, assessments, guides and checklists to protect against these perils:

- Earthquakes;
- Freezing weather;
- High winds;
- Tornados;
- Floods;
- Hail;
- Hurricanes; and
- Wildfires.

The IBHS Web site includes a zip code tool designed to concentrate the efforts of a business in preparing for specific perils. IBHS provides customized results for the disasters most likely to occur in the zip code area. These guides are critical to your business and may be used for your home as well.

These are just a sample of the many valuable features available through IBHS. In addition, businesses can access tools to customize their own disaster planning and recovery program through Open for Business. Information is saved securely online to be available whenever it may be needed. Plans can also be saved locally—e.g., on a hard drive, disk, CD or on paper.

Open for Business focuses on three categories of protection to help businesses survive a natural disaster:

- Human resources;
- Physical resources; and
- Business operations.

Businesses can identify which natural hazard events could affect them and learn what they can do to reduce exposures. They can also develop a plan to resume essential business operations. They can create their plans in stages, save the current work on the IBHS Web site and return later to finish.

At all times, the data entered and the final plans are protected and accessible only by user name and password. Businesses have the option to save the completed plan online with IBHS, so it is available at any time from any location. This is especially important following a disaster when the primary location may not be accessible.

Empire State Petroleum Association, Federated and IBHS believe that together we will make a difference in helping secure long-term financial success to small businesses throughout the country. To get started with this program, please visit Federated's Web site at www.federatedinsurance.com and click "Open for Business," or contact your Federated representative. ▲

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has a playbook,
this is it.



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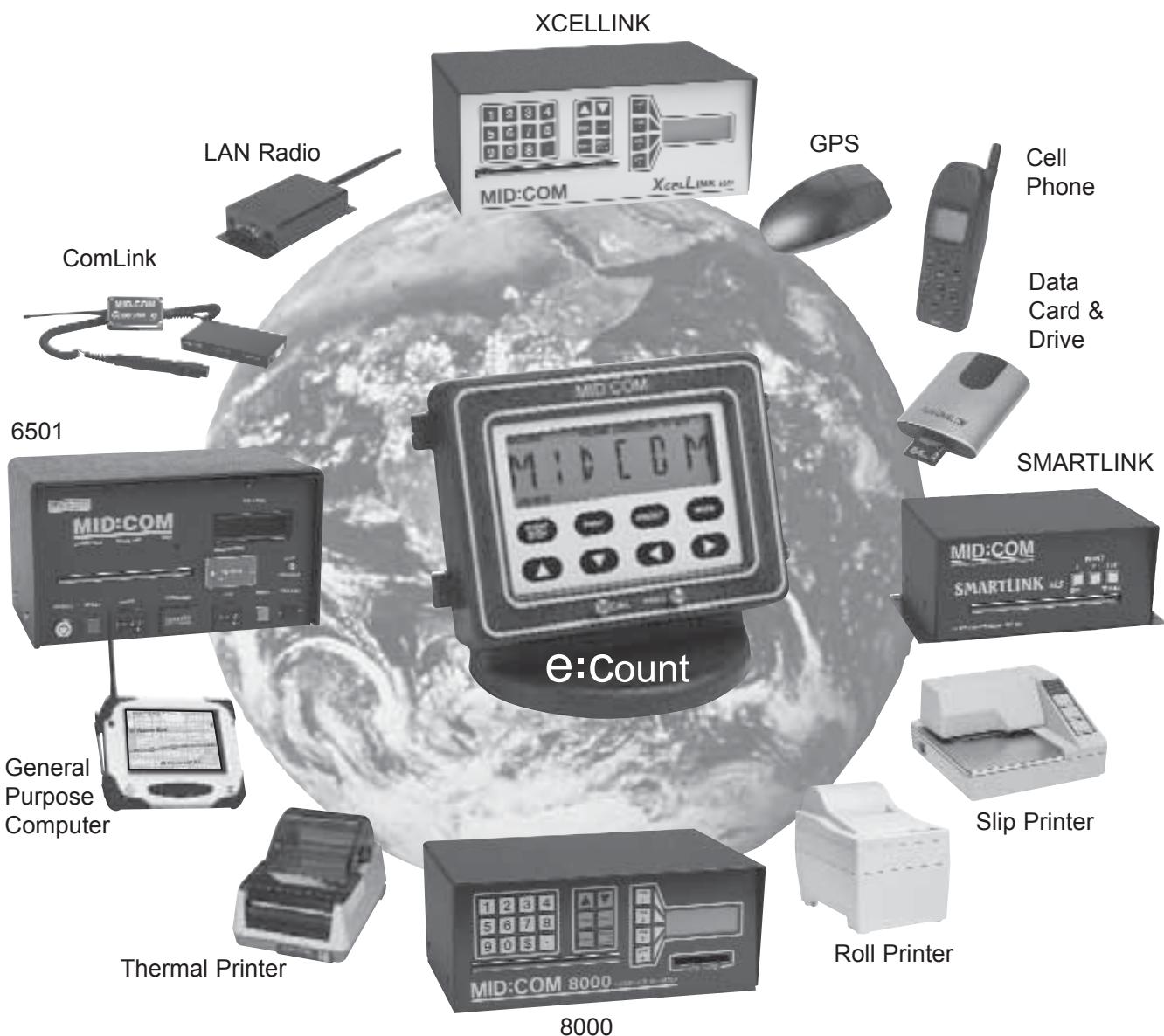
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What is Oil Well™?

Oil Well™ is a Consumer Reporting Agency which provides residential and commercial heating oil dealers with real-time information necessary to make informed credit decisions and control risk. Oil Well™ affords its clients the ability to improve the customer relationship experience while helping to identify potential fraud and better predict credit default risk.

How it Works

Oil Well™ gathers records exclusively from residential and commercial heating oil dealers thus allowing our subscribers access to actionable and unique information that is not always available from other consumer information providers. Each subscriber is required to upload their delinquent customer information at least every 15 days or their searching capability gets suspended until the next upload is performed.

This ensures that the data is current and subscribers are contributing data as much as they are using it. You can manually enter records or upload files exported from your accounting software. Accepted formats are Microsoft Excel Spreadsheets (.xls) or Comma Separated Values (.csv).

The Advantage

Oil Well™ allows you to **assess your risk** with a prospective new customer before you make your first delivery. Check to see if the consumer owes another dealer money and for how long.

Oil Well™ is a valuable tool for **customer retention**. Our proprietary Oil Well Alert™ alerts a subscriber that its delinquent customer's file has been accessed by another oil dealer thus alerting the subscriber that its customer may be preparing to avoid payment by switching oil dealers.

See if your new customer owes ANOTHER dealer money and receive an email alert whenever YOUR customer's file is accessed by another dealer.

30 DAY FREE TRIAL

Endorsed By



O.H.I.L.L.

How to Prevent Collections Catastrophes

Manage outstanding receivables with web-based tools

Contributed by I.C. System

Do you know what your collection agency is doing? If not, it's likely because it does not offer online, web-based tools to help you manage your accounts. At I.C. System, we link you to our collection activity through *free* online tools. Currently, thousands of clients are registered to use the secure tools, and more than 1,000 clients log on daily to perform the following functions:

- **Submit debts** for collection 24 hours a day, seven days a week. Consumer and commercial debts are uploaded nightly and ready for work effort within two business days, sooner than if you had sent the debts to us via regular mail.
- **View the status** of debts submitted for collection. A simple search tool shows the real-time status of each debt, including the number of letters sent, number of calls made, number of right-party contacts, paid amount and more.
- **Generate four different reports:** Account placement acknowledgement report, two inventory progress reports and an incorrect phone number and address report.
- **Report payments** on debts submitted for collection. Additionally, the online tools include access to I.C. System's InstiServices:
 - **InstiCredit®** enables you to pull consumer and commercial credit reports in just seconds for the purpose of minimizing financial risk.
 - **InstiFind™** enables you to perform instant skip tracing to

Maximize Revenue AND Minimize Risk

I.C. System's collection services, the only such services endorsed by ESPN, recover millions of dollars for clients each year. More importantly, the agency spares no expense in making sure customer data is secure during transfer to and from clients and while they use it for business purposes.

I.C. System is one of the few agencies worldwide with verified data security protocols: **SAS 70 Type II** audited, **ISO 17799** assessed and **PCI** compliant.

For a free consultation and to learn more about I.C. System, including ESPN member-only benefits, please call (800) 279-3511 or visit www.icsystem.com.



learn addresses/phone numbers for purposes of resending returned, undeliverable invoices and contacting relocated customers. (Currently, all new clients receive a limited number of free InstiFind searches.)

Did You Know?

Every 50 seconds, a client uses I.C. System's online tools to:

- View an account's activity;
- Read our collectors' notes;
- Submit an account;
- Report a payment; or
- Generate a report.

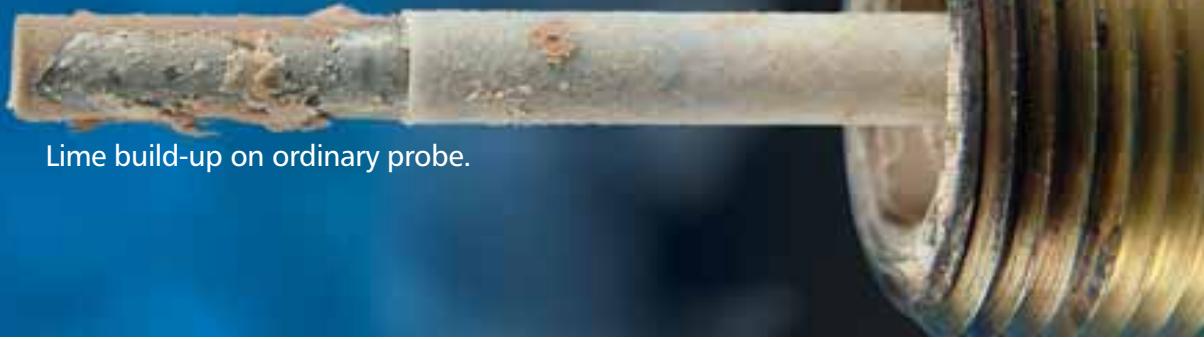
I.C. System's online tools offer users many advantages, including:

- **User-friendliness** – Registered users receive a User's Guide to ensure their online success. And, our online debt support staff is available toll free or via e-mail.
- **Security** – Access to the tools is strictly controlled and password-protected. Any information you submit is encrypted to prevent third-party disclosure.
- **Precision** – Information enters our system just as you submit it.

To view a demo, visit www.icsystem.com and select "online tools." To speak with an I.C. System representative about the online tools, ESPN-endorsed collection services and more, please call (800) 279-3511. ▲

Established in 1938 as a two-person collection agency, I.C. System has grown to become an industry leader in accounts receivable management, with 30,000 clients nationwide. I.C. System holds exclusive endorsements from 500 professional and trade associations, including the Empire State Petroleum Association.

problem.



Lime build-up on ordinary probe.

no problem.

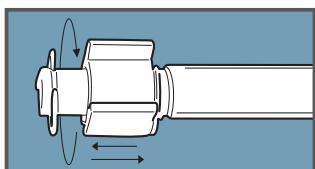


McDonnell & Miller self-cleaning probe eliminates lime build-up.

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*Patent Pending



The movement of water around the probe causes the cleaning element to oscillate, constantly removing lime build-up.

McDonnell & Miller's new low water cut-offs with our exclusive self-cleaning probe* can save you time and money since probe maintenance is needed only once every five years. The self-cleaning design prevents excessive lime build-up on the probe surface, which can lead to nuisance boiler shutdowns and the potential for water overfill.

McDonnell & Miller offers a wide range of electronic low water cut-offs and other products for hot water and steam boilers and systems.

To learn more visit www.mcdonnellmiller.com



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Claims Reporting – What's the Big Deal?

Delay of workplace injury reporting raises costs for employers

By Edward K. Ludlum, CSP

Late one afternoon, an employee cut himself on the job, left work at quitting time and headed home for the weekend, never telling his employer about the injury. By Sunday, the cut had become severely infected, forcing the employee to go to the hospital and undergo emergency surgery on his hand, wrist and arm to clean out the infection.

Had the worker reported the injury to his employer at the time of the accident, he would have undoubtedly been sent to a local urgent care facility to be examined immediately and likely would have avoided surgery, pain, suffering, rehabilitation and missed work time. Regardless of whether the injury resulted in a health insurance or workers' compensation claim, the care would have been much less expensive than emergency surgery and a hospital stay.

Studies consistently show that injuries that are reported late cost more to treat, involve more invasive treatment and require employees to miss work for longer periods. On average, reporting a claim between eight and 17 days after an accident can increase its cost by more than 31 percent. Reporting a claim 18 days or more after an injury can increase the cost by 61 percent.

So, how do you make sure your employees understand their responsibility to report injuries even when the injury seems minor? For starters, you need a written management policy that requires employees to report all accidents immediately. A good policy should spell out the steps involved in reporting an employee's injury on the job. The reporting policy should also list information about who to contact

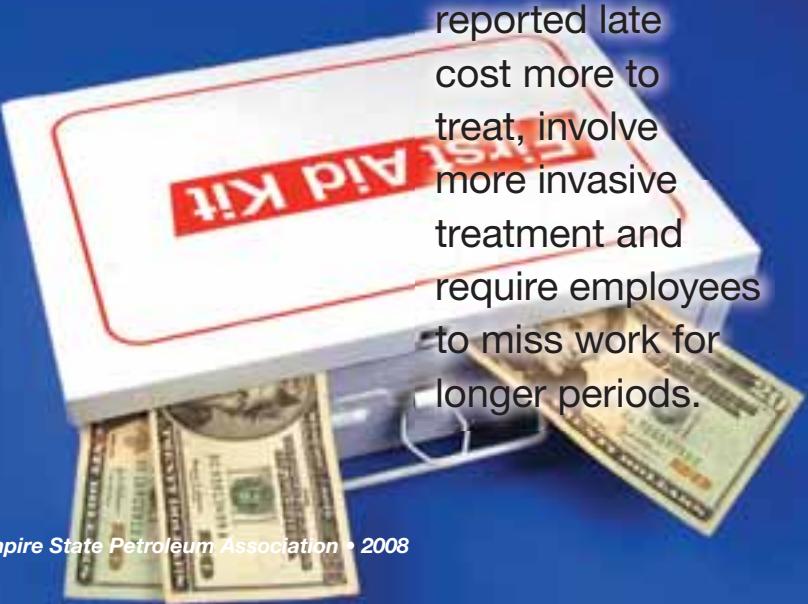
after an accident and their telephone number(s). After all, if you want employees to report injuries in a timely fashion, they need to know how.

Some businesses maintain operations during nontraditional working hours. How will those employees report an accident, and to whom? All of this information needs to be in your accident reporting policy and procedures. Any special needs or considerations your operation might require should be considered in advance and included in your policy.

The policy should be distributed to all employees, who should be required to sign and return a copy of the policy in acknowledgement of having read it. Copies of the policy should also be posted in public areas and visible to all employees and managers in the event of an accident.

Most importantly, management must enforce the policy. If an employee does not report an accident, management must take some kind of action. Consistency will help send a message to the individual employee and the rest of the workforce that that you expect timely reporting of accidents in the workplace. ▲

Injuries that are reported late cost more to treat, involve more invasive treatment and require employees to miss work for longer periods.





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*2007 fuel study conducted by The NPD Group, Inc.

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The TankSure® Solution

New program helps you retain customers, find revenue streams

By Gerry Brien

David Brinkley, the late network newsman, once said, "A successful man is one who can lay a firm foundation with the bricks others have thrown at him." If this is true, the challenges in today's oilheat market may well improve the shortstop skills of many oilheat marketers.

Unfortunately, catching the ones you can and ducking the ones you can't is the current reality. Everybody understands the current market issues; they need not be recounted or re-recited here. The challenges resulting from these issues are obviously financial and marketing in nature. With that said, having the right marketing strategy and tools can have a positive effect on both sides of this equation. Customer migration will be higher than the norm, and that requires a feasible and workable mitigation plan. And, gaining from additional revenue streams will ease the cash squeeze on pure oil sales. How can you efficiently achieve both?

The TankSure® Program has developed a new software application, imbedded in the oilheat provider's (TankSure®) database. The system can now be used as a new equipment sales generation tool. This means that all of the "tank system" corrective actions that are identified can be catalogued in that database by homeowner and the type of corrective action necessary. The system provides this data in an easy to use "sales tool" format for your sales personnel. Hence, the system has been designed to help oilheat

providers track—and most importantly, sell—their tank system upgrades and replacements.

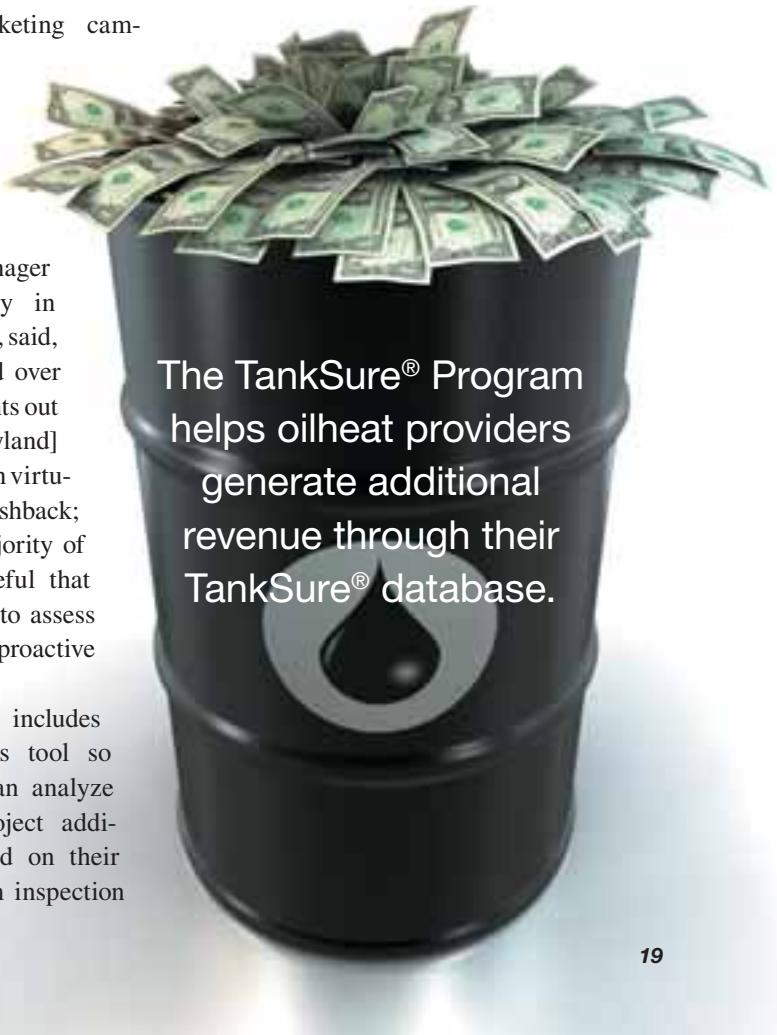
The objective of this new application is simple: to help oilheat providers generate additional revenue through their TankSure® database. It is efficient because the data has already been gathered as part of the testing and inspection process. And, there is a specific marketing campaign designed to support the new equipment sales. Some TankSure® oilheat providers, even without the benefit of this latest sales function and marketing campaign, have generated more than \$1,000,000 in new tank sales since 2007.

Mike Hodge, the service manager for Griffith Energy in Fredericksburg, Md., said, "We have generated over 200 tank replacements out of Frederick [Maryland] alone. There has been virtually no customer pushback; in fact, the vast majority of customers are grateful that we have the ability to assess the tank and make proactive recommendations."

The system also includes a financial analysis tool so oilheat providers can analyze their data and project additional income based on their historic tank system inspection

statistics. Most marketers are very surprised to discover the value of this data in terms of "mining" it for new revenue opportunities. And, equally important, the turnkey marketing process that supports gaining the replacement work is established, easy to implement and has achieved great results across the oilheat footprint. This is an efficient and systematized process to grow revenue and increase margin and cash flow.

There are a finite number of oilheat consumers, and they will all,



The TankSure® Program helps oilheat providers generate additional revenue through their TankSure® database.

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ultimately, be serviced this heating season. More will shop price and service based on the market conditions. Not exactly breaking news, but what can you do besides budget plans and prebuys to secure your base? What is your plan to attract and acquire good new accounts?

One significant step that can be taken is to partner with companies that can add value to your customers; that reflects positively on you and ties them into your services. TankSure® Partnerships has established one of the best marketing platforms of this kind in any industry.

“TankSure® Partnerships is amazing,” said Fred Koerber, TankSure® customer/oilheat consumer, Brunswick, Maine. “By connecting me with TD Banknorth™ Insurance, I was able to save over \$1,000 per year off my home and auto policies. The overall customer service experience was wonderful, everyone remembered my name, and I didn’t have to deal with automated systems. Thank you, Dead River Company, TD Banknorth™ Insurance and TankSure®.”

There are literally countless examples of TankSure® oilheat marketers endearing themselves to their customers through third parties, adding significant value to oilheat consumers.

TankSure® has established insurance discounts in all states that have a predominance of oilheat with more big-brand underwriters coming onboard. What does this mean to the oilheat marketer and consumer? It’s good news when good news is hard to come by. It is probably one of the best customer retention processes for the oilheat marketer because it ties the consumer to the marketer *and* their insurance carrier. It is a retention tool that survives heating season to heating season. It is established and does not need re-selling. And, it provides great word-of-mouth promotion for your brand.

TankSure® Partnerships does not end with the insurance industry. Real Estate agencies and home inspectors are adopting the TankSure®’s tank inspection process as their industry’s standard. Statewide partnerships with big brands like Coldwell Banker are established and countless “local” partnerships have been established with virtually all recognized brands in the real estate industry. Clients of these partners that are buying (or selling) now get positive messages about oilheat. Why? Because the insurance industry is behind it, because it reduces everybody’s liability and—most importantly—because it makes sense!

TankSure® offers unmatched customer retention tools and unmatched partnerships that benefit oilheat marketers and your customers. Add more value to your customers, build important partnerships, efficiently develop more revenue and lay a firm foundation for the future. ▲

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Understanding Credit Card Data Security

Why it's crucial to protect credit card data

By Tracy Richmond

Here we go again...It's us here at COCARD telling you once again that you MUST protect your credit card data! The credit card companies have never been more serious about data breaches, and your company can be held financially liable for any stolen credit card data. It is time to take action, and this article will help you understand how to begin that process.

What is PCI?

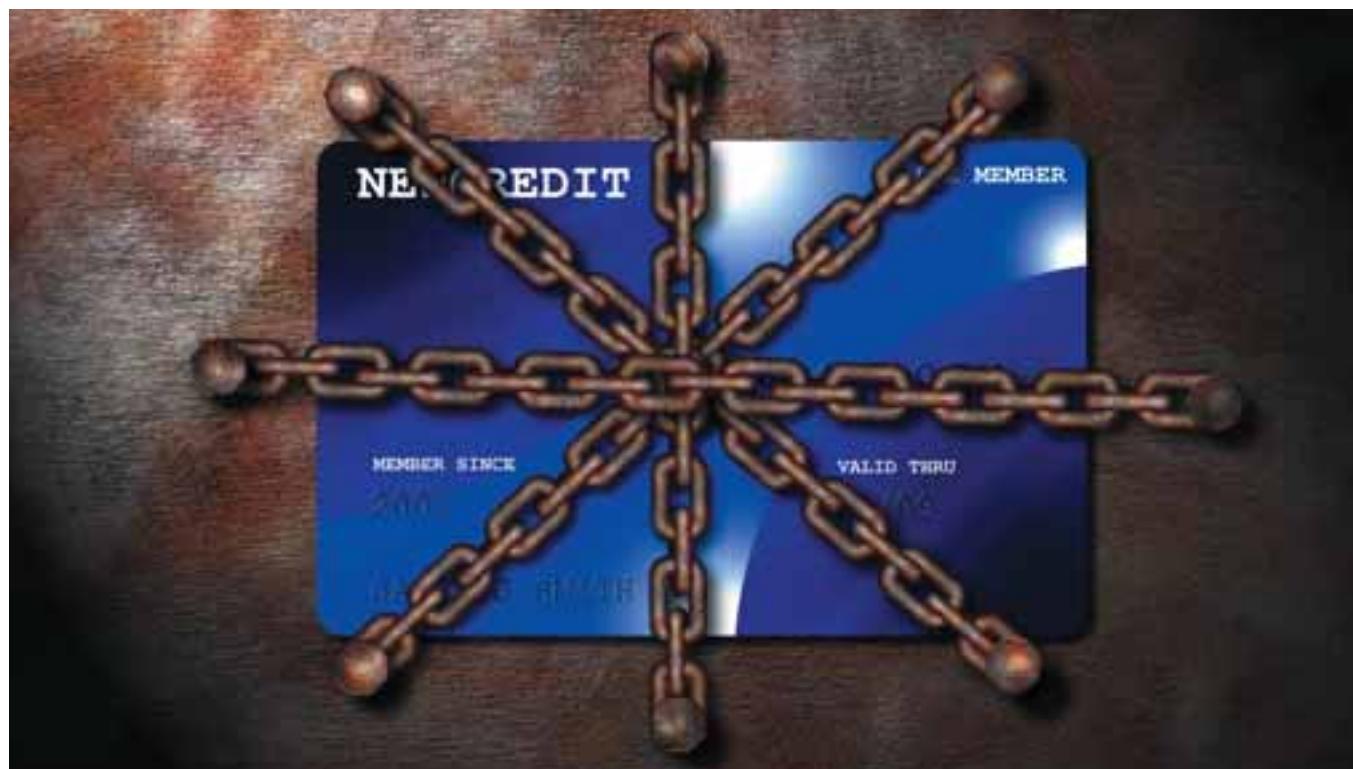
The Payment Card Industry Data Security Standard (PCI DSS) is a set of comprehensive requirements for enhancing payment account data security, developed by the founding payment brands of the PCI Security Standards Council—including American Express, Discover Financial Services, JCB, MasterCard Worldwide and Visa International—to help facilitate the broad adoption of consistent data security measures on a global basis.

PCI DSS is a multifaceted security standard that includes requirements for security management, policies, procedures, network architecture, software design and other critical protective measures. This comprehensive standard is intended to help organizations proactively protect customer account data.

The best source for information on PCI is the organization's Web site. Visit www.pcisecuritystandards.org/index.htm to get the most up-to-date information. You can also sign up to receive any updates to the requirements and obtain the self assessment form or contact COCARD for the correct form for your organization. It is requirement of card acceptance that your organization complete this form annually.

Examining data security

I recently visited one of my fuel oil dealers in Vermont, and his main topic of concern was PCI compliance and



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Your company can be held financially liable for any stolen credit card data.

protecting his customers' card data. He thought he was fairly safe because the card numbers were stored only in the company's customer database, which was password-protected.

I asked this dealer's credit manager to walk me through her receivables process. At the end of each day, she printed a report that showed all the customers who owed this dealer money and whose credit cards were about to be charged. We were all surprised when we looked at this report and saw that all the credit card numbers and expiration dates were being printed out every day! Talk about a security risk. This dealer had never thought about where that document went and the associated risks. Needless to say, this process has since been revised.

As you might imagine, there are specific requirements for securing this data based on the types of transactions you are running. The PCI Data Security Standard is comprised of 12 general requirements designed to:

- Build and maintain a secure network;
- Protect cardholder data;
- Ensure the maintenance of vulnerability management programs;
- Implement strong access control measures;

- Regularly monitor and test networks; and
- Ensure the maintenance of information security policies.

I would like you to review the PCI Data Security Standard, which can be found at www.pcisecuritystandards.org/pdfs/pci_dss_v1-1.pdf.

The PCI Data Security Standard Self-Assessment Questionnaire is a validation tool intended to assist merchants and service providers in self-evaluating their compliance with the PCI DSS. There are multiple versions of the PCI DSS SAQ to meet various scenarios. This document has been developed to help organizations determine which SAQ best applies to them.

The PCI DSS SAQ is a validation tool for merchants and service providers not required to undergo an on-site data security assessment, per the PCI DSS Security Audit Procedures, and may be required by your acquirer or payment brand. Please consult your acquirer or payment brand for details regarding PCI DSS validation requirements. ▲

Tracy Richmond, vice president of COCARD, Inc., Beverly, Mass., can be reached at (866) 849-8800 or via www.cocardprocessing.com. As the preferred credit card processor for ESPA, COCARD is here to assist dealers with any questions they might have about PCI. Please contact COCARD directly at info@cocardprocessing.com or call the number provided above.

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Signed, Sealed, Delivered

Business unions
require prenups, too

By Raymond Fink, Esq.

Despite taking nuptial vows of eternal union, people who are getting married often contemplate the possibility of a short-lived relationship and accordingly enter into prenuptial agreements. While these agreements aren't a prerequisite to marriage, they are certainly advisable in many situations. However, when embarking upon the formation of a business enterprise, the use of agreements concerning the relationships between or among business owners is even more compelling. To stretch the analogy even further, the actual business enterprise might be considered the *child* of the union. So, in this sense,



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the object is to nurture and protect the business entity.

Savvy attorneys and accountants counseling clients who are contemplating forming a business association stress the need for the owners to negotiate and execute operative agreements that address issues concerning—among other things—governance, financial participation (including the allocation of profits and losses) and the rights and remedies available upon a dissolution or withdraw (e.g., the divorce). All too frequently, the organizational documentation is skeletal, containing nothing more than a mandated filing receipt from the state and/or copies of published notifications. Similarly, where the organizational paperwork is completed, often it isn't updated as circumstances change. Even more remarkable are those instances where attorneys and accountants don't bother to memorialize their own internal relations when establishing professional service firms, despite the advice they likely give to their business clients. In other words, it is the proverbial "do what I say, not what I do."

When there are no or minimal organizational agreements, the law fills in the gaps, usually with undesired or harsh results. Depending upon the type of business model (e.g., general or limited partnership, corporation, limited liability entity, joint venture) the applicable state statutes do provide a general framework and,

to the extent the statutes do not cover all bases, courts fill in the void.

Set it in stone

Rather than casting one's fate to the vagaries of the statutory and common law, it is unquestionably preferable to resolve such fundamental terms at the outset. These agreements have familiar names, such as *bylaws, buy-sell agreements, operating agreements, shareholder agreements, partnership agreements*, etc.

The necessity and wisdom of having one or more of these in place is multi-faceted. In certain instances, these underlying agreements are required by statute in order to legally form the entity. For instance, a corporation cannot legally exist without filing a certificate or articles of incorporation and issuing stock. Typically, for corporations, bylaws are also adopted. Unfortunately it isn't uncommon to find that the contents are nothing more than the minimal statutory provisions. If there is only a single shareholder, the minimalist approach may suffice, but where there are multiple shareholders, this is sheer folly. On the other hand, a general partnership can be formed without filing any paperwork or perhaps merely filing a partnership certificate. In New York, a general partnership is amorphous and can be deemed to have been formed where there is an "association of two or more persons to carry on as co-owners a business for profit and

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includes... a registered limited liability partnership." (See, New York Partnership Law § 10.)

The basic, generic topics that need to be addressed in the underlying organizational agreements are governance, financial matters and dissolution/winding up. There are many subtopics within each, and none of these categories are exclusive.

When there are no or minimal organizational agreements, the law fills in the gaps, usually with undesired or harsh results.

Governance essentially concerns internal operations and decision making. Unlike the marital prenuptial agreement, this aspect focuses upon how the principals conduct themselves during the relationship. The authority of the principals, both internal and external, is a basic and crucial matter to be resolved. It starts with the fundamental ownership structure and whether the equity is equally or disproportionately held.

This then drives the determination of voting rights, which, depending

upon the issue, may require an affirmation by a simple majority, supermajority or unanimity (however, no super-delegates!). The equity ownership interests typically elect the first tier of management (i.e., directors or board of managers). In turn, the first tier then elects/appoints the day-to-day officers or managers of the business. The larger the ownership base, the more likely a complex governance structure will be required. The authority or limitations upon authority are usually detailed in the organizational agreements. This model is applicable not just to corporations, but to the other formats, including partnerships.

Follow the money

Financial matters are pervasive and are implicitly the primary motivation for embarking upon the business venture in the first place—making money. Again, the initial capital structure frequently will dictate the allocation of ownership interests. This becomes challenging when the owners contribute different types of assets or some combination thereof (e.g., cash vs. in-kind property or services). Determining the value of non-cash capital contributions can prove to be a source of difficulty. The contribution of non-cash real or personal property necessitates the transferring of legal title to the business entity, an event oftentimes overlooked.

Subsequent capital calls need to be considered, not only how such

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calls are initiated (a governance issue), but also the resulting consequences if there are owners who default by not satisfying a capital call. The incurring of debt by way of loans, capital leases, providing guarantees, etc., all need to be considered. Of great importance is the election of tax treatments (e.g. Subchapter S election, cash vs. accrual tax basis), which need to be adopted, as well as the allocation of profits/losses between or among the owners.

Dissolutions can occur as a result of a variety of circumstances or occurrences that affect an owner's equity interests. Without an agreement directing a contrary result, the voluntary or involuntary transfer of an ownership interest or an owner's withdrawal can cause an automatic dissolution of the business. Typically, this is partially guarded against by restricting the transferability of an owner's interests in the business. These restrictions not only assure the continuity of the business but also determine the outcome should there be a voluntary or involuntary attempted transfer or withdrawal.

Predictability certainly is preferable to uncertainty. Involuntary transfers can occur where an owner dies, becomes disabled, is divorced, declared bankrupt or otherwise is rendered insolvent. Buy-sell types of provisions can be invoked both where there is an involuntary or voluntary withdrawal or transfer. The valuation methodology is of equal importance. In the absence of a stipulated

formula, the process can be time-consuming, expensive and create a difficult financial burden upon the business and/or the remaining owners.

If the parties forming the business enterprise are unwilling or unable to resolve these types of matters from the inception, it simply does not bode well for the future success of the business enterprise.

Lead by example

Why is it that so many lawyers and accountants ignore their own advice? There is no good answer and only difficult outcomes. For example, a group of lawyers may associate with each other using their respective names on the masthead and in signage, but never file a partnership certificate or enter into any formal agreements. Is this suggestive that they formed a professional partnership or are they merely sharing space?

As mentioned previously, New York imputes a general partnership where two or more persons engage in a business enterprise with the expectation of sharing profits and losses. This is an extremely broad and all-encompassing definition. Different and inconsistent results may follow. From the clients' perspective, it would appear to be a general partnership, thereby exposing all of the attorneys to potential malpractice liability. The determination of



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whether a partnership actually was created, *inter se*, will depend upon a variety of factors from which the parties' intentions are inferred. In the absence of a formal partnership agreement, courts look to many factors, such as how the profits and losses are allocated, the type of tax returns that are filed, whether the attorneys "held themselves out" as a partnership, internal governance, course of dealing and other factual considerations.

Assuming the existence of a partnership and the absence of a formal agreement, if one of the "partners" dies or withdraws, this precipitates dissolution such that the partnership is required to wind up its affairs and to legally account between and among the partners. Litigation can ensue to determine in the first instance whether or not a partnership existed.

The notion of different tiers of partnership mandates a partnership agreement. For instance, if it is the intention of the parties to have both equity and non-equity partners, then this simply cannot be done without a written partnership agreement. Furthermore, without restrictions, one partner can freely transfer his or her partnership interest to a third party, thus thrusting a new partner into the mix, much to the chagrin of the remaining partners. The risks of equity/ownership interests becoming exposed to the claims of a particular equity holder's creditors is also extremely troublesome, as an execution could cause a

dissolution when the intention of the remaining owners is to continue on with the enterprise.

It is astonishing that anyone would enter into a business venture without formalizing substantive agreements that consider numerous contingencies (good or bad) and articulate the fundamentals of the relationships between the owners. Rest assured that ignoring these imperatives is a recipe for disaster that will become a litigator's feast. Having represented business owners in internal disputes and lawsuits, the author is always amazed at how frequently parties—consciously or unwittingly—opt to ignore the need for organizational agreements. While not every event can be anticipated, certainly the spectrum of typical areas of contention can be addressed through appropriate *prenuptial* agreements. Even though the owners may separate, the child's welfare can be preserved and protected. ▲

Raymond Fink, Esq. is a partner in the law firm of Harter Secrest & Emery, LLP. He has been practicing law for more than 29 years, representing business clients in various areas, including disputes between owners and financial structuring at various stages of development. Harter Secrest & Emery, LLP is a 130-attorney full-service law firm with offices in Rochester, N.Y., Buffalo, N.Y., Albany, N.Y., and Naples, Fla.



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Hard Times Call Straight Talk

Are you keeping your customers in the dark?



By Richard Rutigliano

As the challenges facing our industry escalate, oilheat dealers must adopt new communications strategies to match customers' changing expectations.

The year 2008 has proven to be a uniquely difficult year for marketers and customers alike. As customers struggle to adapt to sharply higher prices, oilheat dealers are reeling from the one-two punch of extreme volatility and tight credit. Customer anxiety is high, and customers want to know how they're going to pay for this winter's heat and how much it's going to cost. At the same time, retailers find themselves holding off on price protection programs—or even discontinuing them—because they don't want to get stuck if prices fall.

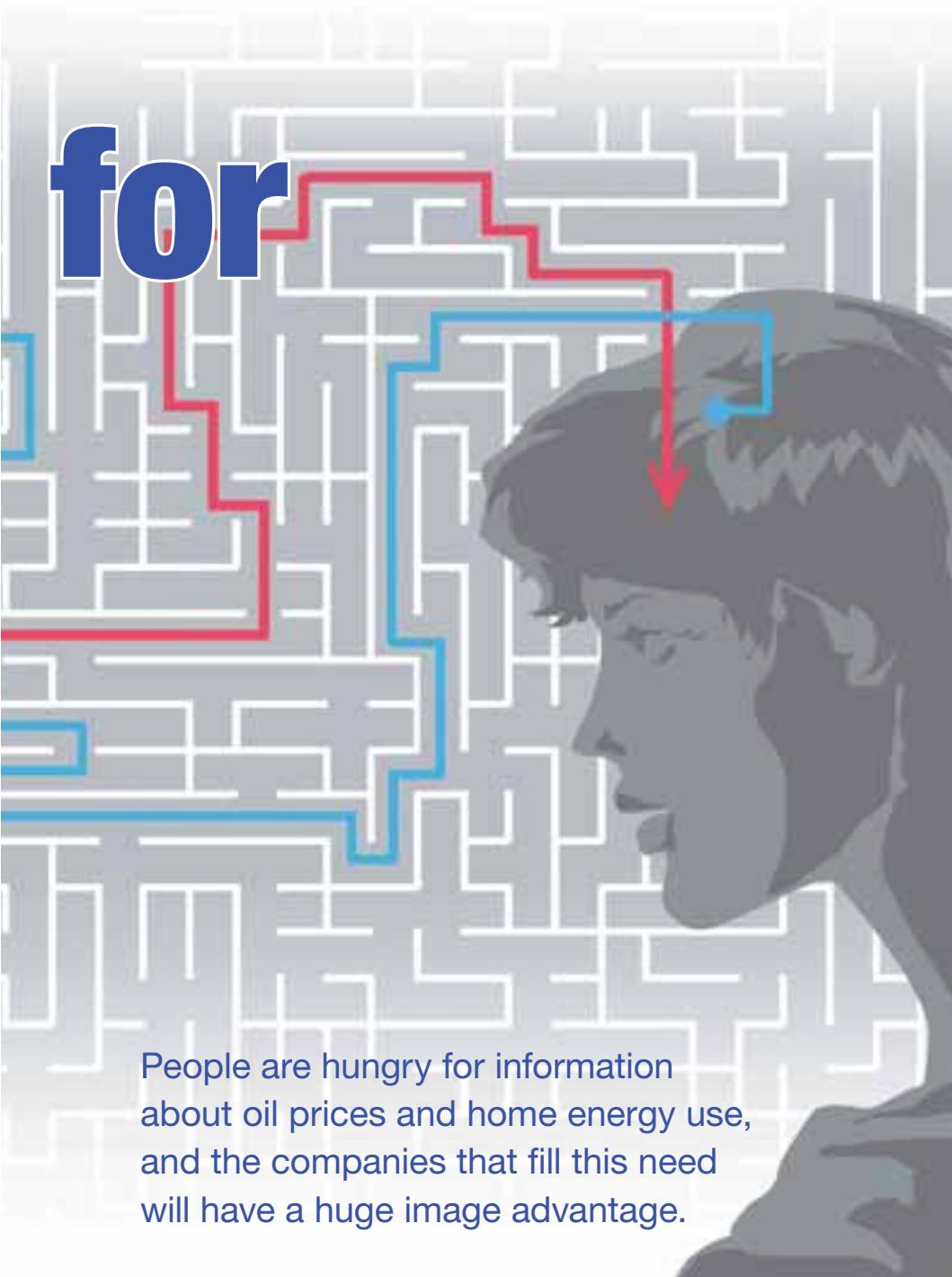
The customers want answers now, but the dealers are unaccustomed to delivering timely information on the fly. We have traditionally used marketing and communications to provide supportive, helpful information that was not particularly time-sensitive. Now we're making important



decisions on the fly that directly affect our customers, and there is a corresponding premium on delivering specific information with minimal delay.

The Internet has changed expectations regarding business-to-consumer communications. Companies are now expected to communicate more openly on a much shorter cycle. Quarterly newsletters and annual Web site updates continue to be very effective, but we need to supplement those with timely communications efforts.

The identity that we proudly wear on our sleeves—local, friendly, service-oriented—carries an emerging expectation of open communication. There is now a disconnect between positioning yourself as the friendly neighborhood business that is always there for your customers and not providing timely, open communication via the Web.



People are hungry for information about oil prices and home energy use, and the companies that fill this need will have a huge image advantage.

Case study: price protection

The developments around price protection in 2008 provide a perfect case in point. A lot of dealers delayed their programs this spring while waiting for prices to come down, while others got out of the game completely. Many of these decisions proved to be prudent, but they represented significant interruptions for program customers.

Denial of price protection, even if only temporary, constitutes a significant change in operations. For the customer, it's like going to the dry cleaner and finding out it no longer launders shirts, or stopping in the grocery store and finding out it has discontinued bread and cereal. You would expect the dry cleaner or the grocer to make every effort to explain this radical departure from standard operating procedure to their loyal customers. What about

the oilheat dealer?

When you don't provide an explanation preemptively, you leave customers to draw their own conclusions, which could easily include any or all of the following: (a) your company is in trouble; (b) you don't care about your customers; and (c) they'll have to go elsewhere to get price protection.

Bridging the communication gap

Just as marketers were deciding to alter or delay their programs, the news media was focusing a lot of attention on heating oil prices, and customers were looking for answers. Marketers who were already in the habit of disseminating information quickly were positioned to inform customers about their decisions, but most dealers found themselves with a communication gap, and their CSRs bore the brunt. They were forced to field calls from customers who felt they were being kept in the dark.

We need to acknowledge that we have become a conspicuous industry. Heating oil payments used to be minor affairs for most customers, akin to the cable or electric bill, but our bills are now apt to be the second largest in the household, trailing only the mortgage. This causes customers to think about us more often. When they set the thermostat lower than they used to, they

think of us. When they cancel the newspaper subscription because they can no longer afford it, they think of us. When we call and ask them to pay their overdue bills, they think of us.

When customers are giving this much thought to your business, it is incumbent to communicate quickly, often and openly. Here and now, the main topic we must address is how customers manage their oil bills. Payment is already a serious problem for many customers, and those ranks will only grow. We have solutions available, particularly budget plans, and we need to talk them up in this context and get more customers signed up—for their good and ours.

Conservation is another critical discussion point. It truly is the best way to cope with high fuel prices, and



dealers should stop at nothing to promote high-efficiency upgrades, energy audits and all other conservation services they offer. It's a good time to partner with a company doing audits, insulation or window replacements and get the word out.

Talking up your company's financial good health is smart too. There has been enough bad publicity about oil-heat company failures to make customers wary, particularly when it comes to advancing you money. If you have solid financials, tell that to your customers and assuage any fears they might have about doing business with you.

Let the Web work for you

The good news is that it's very easy to get your message out to customers in 2008, and the best strategy is to use your Web site like never before. Your site is the perfect vehicle to deliver timely information and perspective, and it can be updated as often as needed.

Transforming a Web site into an effective, time-sensitive public relations platform is easier than you might

imagine. There are several ways to serve up fresh information online, and you can highlight the timely postings without even performing a major site overhaul.

The job begins with development of your message. Once you know what you want to say, get it onto your Web site. With good professional assistance, you can deliver your message with a combination of letters, articles, links, videos and podcasts. (It won't be long before we see blogs on oilheat sites.)

Once the information is posted, use all your existing channels to direct customers to your site. You can easily train your employees to send people there. You can also use on-hold messages, newsletters, letters, electronic newsletters, signage and advertising to publicize your new site's content.

Once you have made your site an effective communications hub, you will steadily reap the benefits. Existing customers will have more respect for you and will give you generous word of mouth, to the effect of, "You should see what *my* oil dealer does!" or "My dealer *already*

5 Ways to Re-tool Your Communication Strategies

1. Preemptively explain industry developments that could positively or negatively affect your customers.
2. Communicate quickly, often and openly with your customers.
3. Talk up your company's financial good health.
4. Transform your company's Web site into a time-sensitive public relations platform.
5. Use employees, electronic newsletters, e-mail, signage and advertising to direct customers to your Web site.

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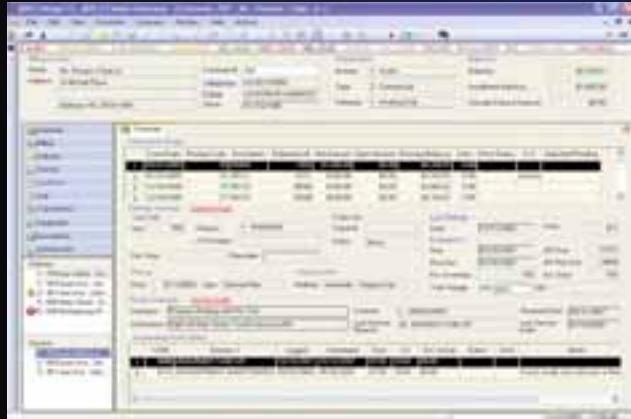


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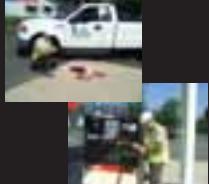
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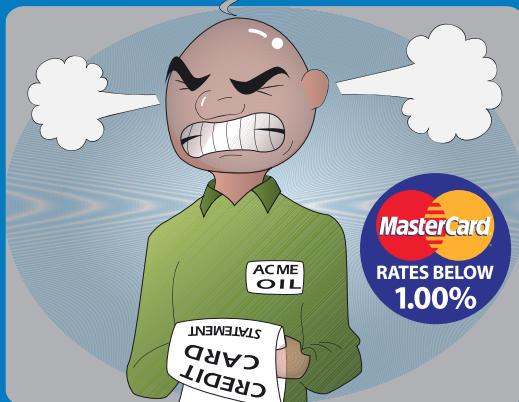
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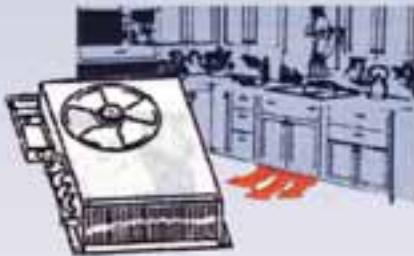
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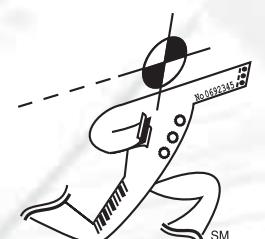
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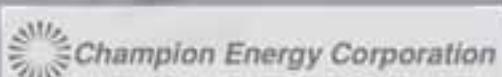
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