

## ADVISORY ETHICS OPINION 83-03

### SYNOPSIS:

A Vermont lawyer may form an interstate law partnership with an out of state partnership, adopting a name that includes the name of partners admitted only in another state, as long as the firm letterhead, business cards and the like clearly disclose the limitations on the practice of each lawyer in the firm.

### OPINION:

This request involves an interstate law firm. A Massachusetts partnership proposes to form a general Vermont partnership with a Vermont lawyer. No partner in the Massachusetts firm is admitted to practice in Vermont. The Vermont lawyer is not admitted to practice in Massachusetts. The letterhead and professional cards of the firm will clearly state that members of the Massachusetts firm are authorized to practice only in Massachusetts and certain other states and that the firm has offices in Massachusetts. The Vermont partner asks this committee whether there are any ethical barriers to the above arrangement.

The subject of interstate law firms was fully explored in ABA Ethics Committee Formal Opinion 316 (1967). Although this opinion was based on the now superseded Canons of Professional Ethics, it appears to be a good statement of current ethical requirements as discussed below. The major conclusion of the opinion was:

The Canons of Ethics do not prohibit a lawyer in State I from entering into an arrangement with a lawyer in State II for the practice of law by which they share in the responsibility and liability of each other, if they indicate the limitations on their practice in a manner consistent with the canons. Subject to the same limitations, offices of the firm could be opened in both states. Of course, only the individuals permitted by the laws of their respective states to practice law there would be permitted to do the acts defined by the state as the practice of law in that state, but there are no ethical barriers to carrying on the practice by such a firm in each state so long as the particular person admitted in that state is the person who, on behalf of the firm, vouched for the work of all of the others and did the legal acts defined by that state as the practice of law.

The opinion goes on to state that it makes no difference whether the persons involved are partners, associates or employees.

The opinion did impose some disclosure requirements to ensure the public is not misled. It stated:

Of course, in such cases, where lawyers in different states associate themselves for the practice of law, they must not mislead the public. . . . They clearly, in the legal directories, on their shingle, on their letterheads and on their cards, must indicate after the name of each the limitations of their authority in the states where they have offices, in accordance with the opinions of this Committee and the canons of ethics.

In Formal Opinion 318 (1967), the ABA Ethics Committee seemed to narrow the conclusion of Formal Opinion 316. The conclusion of that opinion is that it is improper to maintain an office in a state under a partnership name which includes the names of partners not licensed to practice in that state “unless such practice is condoned by local custom and usage in the state where the office is to be maintained.”

The Code of Professional Responsibility clearly adopted the broader reading of Formal Opinion 316. DR 2-102(D) provides:

A partnership shall not be formed or continued between or among lawyers licensed in different jurisdictions unless all enumerations of the members and associates of the firm on its letterhead and in other permissible listings make clear the jurisdictional limitations on those members and associates of the firm not licensed to practice in all listed jurisdictions, however, the same firm name may be used in each jurisdiction.<sup>1</sup>

The ABA Ethics Committee has indicated that it makes no difference if one or more of the partners is itself a partnership.<sup>2</sup>

Based on the Code and the ABA Opinions, it is our conclusion that there is no ethical barrier to the proposed interstate partnership as long as the practice limitations on all lawyers practicing in the firm are clearly disclosed.

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<sup>1</sup> See also Informal Opinion 1355 (1976).

<sup>2</sup> See Id.