

**NEW YORK STATE BAR ASSOCIATION**  
**Professional Ethics Committee Opinion**

of purchasing an abstract company and preparing abstracts of title. The fact that this corporation is owned in part by lawyers creates no problems.... What must be observed however are the provisions of [former] Canon 27 which makes it unprofessional to solicit professional employment through direct or indirect advertisements. Such a company must not be designed in such a way so as to directly or indirectly advertise the lawyers who are its stockholders."

In New York State 60 (1967) we stated the following conditions to govern an attorney engaged in another business: That he does not use his name in the name of the other business, that he not conduct the other business from the same office as his legal practice, that he not use the business as a device for soliciting legal employment.

It is the committee's opinion that if the attorneys and the abstract company carefully observe the admonitions in the above opinions and in DR 2-102(E), the proposed operation of a title abstract corporation is not improper. It is the committee's further opinion that so long as the service is limited to attorneys, a separate office is not necessary, but if the abstract company should advertise or solicit business from the public, then ethical considerations would require the maintenance of such operation in a separate office.

If the services of the corporation are used for the attorneys' own clients, there should be a full disclosure of the attorneys' relation to the corporation.

Opinion #143 - 7/2/70 (22-70)

Topic: Conflict of Interest  
Municipal attorneys  
Part-time public employees

Digest: Part-time town attorney may not represent private clients before administrative agencies of town because of possible conflict which cannot be waived by a municipality

Code\*: EC 5-16  
EC 9-2  
DR 5-101  
DR 9-101  
Canon 9

QUESTION

May a lawyer who is regularly employed by a municipality on part time basis represent private clients in matters before administrative agencies of the town?

OPINION

The town attorney who wishes to appear on behalf of a private party before a public agency of the same town has a duty to gain the best results for his client. Such an obligation may conflict with his duty as a town attorney to protect the interests of the municipality.

**NEW YORK STATE BAR ASSOCIATION**  
**Professional Ethics Committee Opinion**

His association with the municipality may make him privy to some information which could influence the outcome of the matter and correspondingly raise a question of confidence and trust.

If there is doubt as to whether or not the acceptance of professional employment will involve a conflict of interests between two clients, or may require the use of information obtained through the service of another client, the employment should be refused. Canon 9 provides, "a lawyer should avoid even the appearance of professional impropriety."

EC 5-16 in part provides:

"Thus before a lawyer may represent multiple clients, he should explain fully to each client the implication of the common representation and should accept or continue employment only if the clients consent."

In prior opinions of this Committee and of other Professional Ethics Committees, it has been held that a public body cannot consent to dual representation if a conflict is involved. See: N.Y. State 110 (1969), N.Y. State 111 (1969) and opinions cited therein; Drinker, Legal Ethics p. 120.

It is the opinion of the Committee that a lawyer in these circumstances may not represent private clients in matters before administrative agencies of the municipality; irrespective of consent by the municipality.

Opinion #144 - 7/2/70 (23-70)

Topic: Advertising: Letterheads,  
Partnerships  
Associates  
Foreign Attorneys

Digest: In the absence of affiliation it is improper to designate as associates lawyers practicing with an out of state law firm; partnerships may be properly formed between lawyers admitted to practice in different states provided there is no use of misleading representation.

Code\*: DR 2-102(D)

QUESTION

A. May a New York law firm list on its stationery as associates the names of members of an out-of-state law firm, none of whom are admitted to practice in New York?

B. May a partnership be formed between or among lawyers in different jurisdictions?