



**New York State Bar Association  
Committee on Professional Ethics**

**Opinion 1204 (10/14/2020)**

**Topic:** Law Firm Letterhead

**Digest:** A law firm that has purchased a retired (and now deceased) lawyer's practice may list on the purchasing law firm's letterhead the name and dates of operation of the former law firm.

**Rules:** 7.1(a), 7.5(a)

**FACTS**

1. The inquiring lawyer is a member of a law firm with two offices. The law firm purchased a law practice from another lawyer who retired, and then shortly thereafter passed away. The law firm intends to keep open the practice it purchased as its third office.

**QUESTION**

2. May the law firm state "former office of [retired lawyer]" or list "[retired lawyer with dates of practice]" on the letterhead of the third office it purchased?

**OPINION**

3. On June 24, 2020, and effective on that date, the Appellate Divisions amended Rule 7.5 of the New York Rules of Professional Conduct (the "Rules"). Rule 7.5(a) governs the use of firm letterhead. Rule 7.5(a), which was shortened to a single sentence by the June 2020 amendments, now provides as follows:

(a) A lawyer or law firm may use internet web sites, professional cards, professional announcement cards, office signs, letterheads or similar professional notices or devices, provided the same do not violate these Rules or any statute or court rule.

4. The New York State Bar Association amended the Comments to Rule 7.5 at the same time that the Appellate Divisions amended the black letter text of Rule 7.5. Amended Comment [1] to

Rule 7.5 explains, “A lawyer’s or law firm’s name, trade name, domain name, web site, social media pages, office sign, business cards, letterhead, and professional designations are communications concerning a lawyer’s services and must not be false, deceptive, or misleading. They must comply with this Rule and Rule 7.1.”

5. Rule 7.1(a) provides:

A lawyer or law firm shall not use or disseminate or participate in the use or dissemination of any advertisement that:

- (1) contains statements or claims that are false, deceptive or misleading; or
- (2) violates a Rule.

6. We do not believe it would be false, deceptive or misleading to state “Former Office of [Retired Lawyer]” or to list the dates of practice of the retired lawyer (now deceased) on the letterhead of the firm’s third office, which is the office that housed the practice purchased by the firm. Accordingly, listing such information on the letterhead of the third office would not violate the prohibition of Rules 7.1(a) and 7.5(a) against the use, dissemination or communication of false, deceptive or misleading statements.

7. This Committee has previously recognized that the purchase of a law firm from a retiring lawyer includes the purchase of the retiring lawyer’s good will. In N.Y. State 1168 (2019), we said:

We have long recognized that the name of a law firm is central to its good will. Branding and reputation are precious commodities in any profession. We cannot ignore that, in today’s rapidly changing legal market, the constant merger or acquisition of law firms has engendered combinations in which the nexus between or among the combined firms and their predecessors is at times attenuated or opaque. To say that today’s legal profession does not trade in goodwill of storied names would require blinders on reality. [Citation omitted.]

8. *See also* N.Y. State 45 (1967) (“all of the partners have by their joint and several efforts over a period of years contributed to the good will attached to the firm name”). Thus, the law firm’s calling attention on its letterhead to the fact that it has acquired the former law office of the retired (and now deceased) lawyer who sold his practice properly allows the firm to benefit from the good will it purchased. This is fully in keeping with the letter and spirit of Rule 7.5(a).

## **CONCLUSION**

9. Because listing the former law office purchased by the firm on the firm's letterhead, or the dates of practice of the retired lawyer (now deceased), is not false, deceptive or misleading, it complies with Rule 7.1(a) and therefore is allowed under Rule 7.5(a).

(19-20)