

Final

Rhode Island Supreme Court Ethics Advisory Panel Op. 2026-10 Issued October 8, 2026

FACTS

The inquiring attorney exclusively practices immigration law as a solo practitioner. He or she wishes to reduce his or her caseload by selling his or her portfolio of cases requiring court appearances while retaining those cases which may be handled outside of court. Another law firm has expressed interest in acquiring the portfolio of cases requiring court appearances.

ISSUE PRESENTED

The inquiring attorney asks whether it is permissible under the Rules of Professional Conduct for him or her to sell his or her portfolio of cases requiring court appearances to the other law firm while retaining those cases which may be handled outside of court?

OPINION

It is the Panel's opinion that the Rules of Professional Conduct do not permit the proposed sale.

REASONING

The sale of a law practice¹ is governed by Rule 1.17 of the Rules of Professional Conduct:

A lawyer or a law firm may sell or purchase a law practice, or an area of law practice, including good will, if the following conditions are satisfied:

- (a) The seller ceases to engage in the private practice of law, or in the area of practice that has been sold, in the jurisdiction in which the practice has been conducted;
- (b) The entire practice, or the entire area of practice, is sold to one or more lawyers or law firms;
- (c) Actual written notice and a written request for consent to transfer the client's representation is given to each of the seller's clients regarding:
 - (1) the proposed sale;

¹ This matter is distinct from one involving "the transfers of legal representation between lawyers when such transfers are unrelated to the sale of a practice or an area of practice," such as case referrals. Rule 1.17, Comment [15].

(2) the client's right to retain other counsel or to take possession of the file; and

(3) the fact that the client's consent to the transfer of the client's files will be presumed if the client does not take any action or does not otherwise object within ninety (90) days of receipt of the notice. If a client cannot be given notice, the representation of that client may be transferred to the purchaser only upon entry of an order so authorizing by a court having jurisdiction. The seller may disclose to the court in camera information relating to the representation only to the extent necessary to obtain an order authorizing the transfer of a file.

(d) The fees charged clients shall not be increased by reason of the sale.

Rule 1.17 recognizes that "[t]he practice of law is a profession, not merely a business" and, as such, "[c]lients are not commodities that can be purchased and sold at will." Rule 1.17, Comment [1]. Accordingly, Rules 1.17(a) and (b) require that upon sale, an entire practice or area of practice must be transferred to the buyer. See Rule 1.17, Comment [6] (recognizing that Rule 1.17 "requires that the seller's entire practice, or an entire area of practice, be sold"). The selling lawyer is also thereafter prohibited from "accepting any matters in the area of practice that has been sold, either as counsel or co-counsel or by assuming joint responsibility for a matter in connection with the division of a fee with another lawyer as would otherwise be permitted by Rule 1.5(e)."² Rule 1.17, Comment [5]. This is to "[p]rotect[] those clients whose matters are less lucrative and who might find it difficult to secure other counsel if a sale could be limited to substantial fee-generating matters." Rule 1.17, Comment [6].

In this case, the inquiring attorney is a solo practitioner exclusively practicing immigration law who wishes to sell his or her portfolio of cases requiring court appearances to another law firm while retaining those cases which may be handled outside of court. The Panel finds this proposal is prohibited under Rules 1.17(a) and (b) because the inquiring attorney's entire practice involves immigration law. Therefore, he or she must sell his or her entire practice, not just certain cases, and thereafter desist from practicing immigration law so long as he or she works in this jurisdiction. See Rule 1.17, Comment [5].

Should the inquiring attorney choose to sell his or her entire immigration practice, he or she must ensure the requirements of Rules 1.17(c) and (d) are satisfied. This includes meeting all stated notice requirements (up to and including seeking the permission of the court before transferring the files of clients who cannot be reached), honoring "[e]xisting arrangements between the seller and the client as to fees and the scope of work," Rule 1.17, Comment [10], and ensuring "[a]ll elements of client autonomy, including the client's absolute right to discharge a lawyer and transfer the representation to another, survive the sale of the practice or area of practice." Rule

² For example, "a lawyer with a substantial number of estate planning matters and a substantial number of probate administration cases may sell the estate planning portion of the practice but remain in the practice of law by concentrating on probate administration; however, that practitioner may not thereafter accept any estate planning matters." Rule 1.17, Comment [5].

1.17, Comment [9]. Additional ethical considerations include, but are not limited to, “the seller’s obligation to exercise competence in identifying a purchaser qualified to assume the practice and the purchaser’s obligation to undertake the representation competently (see Rule 1.1); the obligation to avoid disqualifying conflicts, and to secure the client’s informed consent for those conflicts that can be agreed to (see Rule 1.7 regarding conflicts and Rule 1.0(e) for the definition of informed consent); and the obligation to protect information relating to the representation (see Rules 1.6 and 1.9).” Rule 1.17, Comment [11].