

ETHICS ADVISORY PANEL
OPINION #94-57 REQUEST #527
Issued September 28, 1994

The inquiring attorney represents a financial institution for the preparation of loan documents relating to commercial loans. The institution hired a director who holds a J.D. degree but is not a member of the Rhode Island Bar. The director has been drafting loan documents, and consulting with an associate in the inquiring attorney's firm regarding the preparation of those documents. The inquiring attorney is concerned about his review of loan documents which were not prepared by an attorney and asks whether the reviewing of documents prepared by a non-lawyer constitutes assistance in the unauthorized practice of law.

Rule 5.5 entitled "Unauthorized Practice of Law" states:
A lawyer shall not:

- a) practice law in a jurisdiction where doing so violates the regulations of the legal profession in that jurisdiction; or
- b) assist a person who is not a member of the bar in the performance of activity that constitutes the unauthorized practice of law.

The Comments to Rule 5.5 state that the rule "does not prohibit lawyers from providing professional advice and instructions to non-lawyers whose employment requires knowledge of the law; for example . . . employees of financial or commercial institutions . . ." The attorney's assisting as bank employee in the preparation of loan documents is not assisting in the unauthorized practice of law and does not violate the Rules of Professional Conduct.

While the Panel's role does not include the interpretation of substantive law, we note that the Rhode Island Statutes defining unauthorized practice of law specifically authorizes the preparation of loan documents by bank employees. R.I.G.L. 11-27-2, 11-6-16(3).