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Content

TIPS OF THE TRADE: SUCCESSION PLANNING: THE IMPORTANCE OF STAYING IN CONTROL

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I. SYNOPSIS

Every lawyer's ability to practice can be interrupted or terminated by disability at any time, and every lawyer's ability to practice will be terminated by death.

This article discusses the continuation, disposition, or termination of the legal practices of lawyers who have lost the ability to practice due to death or disability. It begins by discussing lawyers' ethical obligations and various practical matters that lawyers planning for succession must consider. It then describes California's default rules governing the termination of a lawyer's practice; rules that apply when the lawyer has not made a succession plan. It next examines tools that lawyers can use to create a succession plan that will give them some control over the termination over their practices, increasing protection for their clients, their families, and their assets. Finally, it suggests that the best succession plan might be the sale or transfer of the lawyer's practice before death or disability and describes how a sale or transfer might be consummated.

While the need for succession planning is not limited to solo attorneys, the need to formalize a plan for the continuation of a lawyer's practice in the event of death or disability is particularly acute for sole practitioners. The article, therefore, focuses on the issues facing a sole practitioner.

II. THE ETHICS OF SUCCESSION PLANNING

A. The Lawyer's Fiduciary Duty

The California Rules of Professional Conduct provide that "[a] lawyer shall not intentionally, repeatedly recklessly or with gross negligence fail to act with reasonable diligence in representing a client."[1] "For of this rule, 'reasonable diligence' shall mean that a lawyer acts with commitment and dedication to the of the client and does not neglect or disregard, or unduly delay a legal matter entrusted to the lawyer."[2]

Through their duties of competency, communication, loyalty, and confidentiality, attorneys also owe fiduciary duties to their clients.[3] Lawyers who harm their clients by failing to plan for their own disability could find themselves in breach of their fiduciary duties to their clients and could face malpractice claims or professional discipline. Lawyers who harm their clients by failing to plan for their deaths could saddle their estates with claims.

B. The Ethics of the Sale of a Practice

Historically, states throughout the country prohibited the sale of the intangibles of a law office (*i.e.,* the firm's goodwill) and limited the sale of a firm to things such as equipment, furniture, law library, and accounts receivable.[4] However, this is no longer the case and a lawyer may sell "[a]ll or substantially all of the law practice of the lawyer, living or deceased, including goodwill."[5]

III. WHAT IS SUCCESSION PLANNING?

A succession plan is a method by which individual lawyers and firms provide for the continuity or termination of a legal practice when it has been interrupted permanently or temporarily due to death or disability. When creating succession plans, lawyers and firms must consider who will succeed to a given sort of case (as in a firm) or perhaps an entire practice (as in the case of a sole practitioner), and how the successor will step into the role. A successor might be tasked with continuing a practice for a short period of time. On the other hand, a successor's tasks could require the termination of a practice and could include properly withdrawing from representation, filing motions to seek permission to withdraw, releasing "to the client, at the request of the client, all client materials and property," and refunding "any part of a fee or expense paid in advance that the lawyer has not earned or incurred."[6]

It is common for a succession plan to focus only on the death of the practitioner; however, a proper succession plan must also provide for temporary or permanent disability, remembering that an attorney's ability to meet the needs of clients and the requirements of the law can be diminished or destroyed by both physical and mental disabilities. In addition, since disabilities that seem temporary can require months or years of rehabilitation, a proper succession plan should permit prompt review of the lawyer's practice even if a disability appears temporary, because deadlines do not wait, statutes of limitation run, and a lack of planning can lead to consequences ranging from irritated clients and unpaid bills to claims for malpractice and professional discipline.

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Planning for cognitive impairment is a necessity. Dementia or another neurocognitive disorder could cause any lawyer to breach the Rules of Professional conduct or commit malpractice. The California Rules of Professional Conduct provide that, "a lawyer shall not represent a client or, where representation has commenced, shall withdraw from the representation of a client if:… (3) the lawyer's mental or physical condition renders it unreasonably difficult to carry out the representation effectively…. ."[7]

An attorney considering succession planning is, further, wise to consider the roles that disability insurance and life insurance can play in easing difficult transitions.

IV. GUIDELINES FOR SUCCESSION PLANNING

A. The Default System Contained in the Business and Professions Code

The first step in understanding succession planning is to determine what will happen if a lawyer does not plan.

Business and Professions Code sections 6000-6243, commonly known as the State Bar Act, permit the State Bar to intercede if an attorney engaged in the practice of law dies or becomes incapacitated. The State Bar is authorized to file an application to the superior court authorizing the superior court to assume jurisdiction over the law practice and to authorize the continued management and closing of the practice.[8]

After the State Bar has filed its petition and the court has assumed jurisdiction, the court will appoint an attorney to act as a practice administrator. The practice administrator takes over the practice for the sole purpose of protecting the clients and closing the firm.[9] The practice administrator is not tasked with protecting the value of the firm or the value of the lawyer's practice. Absent a court order, the practice administrator cannot become the lawyer's successor, but instead is tasked with the following:

> (a) Examine the files and records of the law practice and obtain information as to any pending matters which may require attention.
> (b) Notify persons and entities who appear to be clients of the attorney of the occurrence of the event or events stated in Section 6180 and inform them that it may be to their best interest to obtain other legal counsel.
> (c) Apply for an extension of time pending employment of such other counsel by the client.
> (d) With the consent of the client, file notices, motions, and pleadings on behalf of the client where jurisdictional time limits are involved and other legal counsel has not yet been obtained.
> (e) Give notice to the depositor and appropriate persons and entities who may be affected, other than clients, of the occurrence of such event or events.
> (f) Arrange for the surrender or delivery of clients' papers or property.
> (g) Arrange for the appointment of a receiver, where applicable, to take possession and control of any and all bank accounts relating to the affected attorney's practice of law, including the general or office account and the clients' trust account.
> (h) Do such other acts as the court may direct to carry out the purposes of this article.[10]

If the lawyer does not plan, the lawyer has no control over the identity of the practice administrator. On the other hand, a lawyer who plans, and who nominates a practice administrator in advance can nominate a practice administrator who will have priority in the appointment process.[11] Failing to plan for a practice administrator does nothing but guarantee the loss of the value of any goodwill or other intangibles possessed by the lawyer whose practice is being terminated.

B. Controlling the Succession Plan by Nominating a Practice Administrator

In order to retain control over the closing of a firm due to the lawyer's death or disability, the lawyer should nominate a practice administrator who is an active member and in good standing with the State Bar of California.[12] The Probate Code also provides that upon a petition by the lawyer's conservator (Probate Code section 2468), personal representative (Probate Code section 9764), or trustee (Probate Code section 17200, subdivision (b)(22)-(23)), the Probate Court may appoint a practice administrator with the powers imparted by Business and Professions Code section 6185.

Proactively nominating a practice administrator gives the nominee priority in the petition for appointment of a practice administrator, and it is the nominated practice administrator who is then tasked with creating "a plan for disposition of the practice of the deceased or disabled licensee to protect its value as an asset of the estate of the licensee."[13] The nominated attorney may also "act as successor counsel for a client of

the deceased or disabled licensee."[14] These powers preserve the value of the practice for the attorney or the attorney's successors and increase the chance that clients will receive continuous services.

There is no obvious correlation between the State Bar Act and the provisions of the Probate Code, and there do not appear to be any cases discussing what might happen if both the State Bar and a fiduciary petition for appointment of a practice administrator.

C. The Nominated Attorney

The process begins when the planning attorney nominates a practice administrator in writing. The State Bar provides a comprehensive outline and sample documents for lawyers to use when creating a succession plan.[15] One of these sample forms is known as the "Agreement to Close Law Practice in the Future" ("State Bar Form Agreement").[16] In the State Bar Form Agreement, the attorney appoints a practice administrator and provides the nominee with all of the powers listed in the Business and Professions Code and in the Probate Code to allow the nominee to protect "the interests of [their] clients, family and staff in the event that [they] are unable to practice law by reason of [their] death, disability, incapacity or other inability to act . . . ."[17] The State Bar Form Agreement can be referenced in the lawyer's estate planning documents and can be used in conjunction with a separate Nomination of Practice Administrator in the lawyer's will or revocable living trust.

The lawyer creating a succession plan should ensure that the nominated attorney is willing to act. The lawyer should take care that the nominee fully understands the enormity of the time-consuming tasks required of a practice administrator. The planning lawyer must also confirm that the nominated attorney is competent to act in the lawyer's area of practice. Finally, it is important to consider other roles that the nominee may have in the planning lawyer's estate plan. For example, if the nominee is also named as a fiduciary in the planning lawyer's estate plan, a conflict will arise if the nominee discovers potential malpractice or ethical breaches. For example, a nominee who is also the agent under the planning attorney's power of attorney would have conflicting duties to the planning attorney and to the planning attorney's clients. While many lawyers will naturally seek to nominate a colleague, there are attorneys who specialize in winding down practices, and it would be wise to consider nominating such an attorney as practice administrator.

Since many good lawyers are not good business people, it is crucial for both the planner and the potential nominee to consider the potential nominee's competency in practice management. The State Bar provides a detailed list of the steps to be taken when winding down a practice.[18] Some examples are:

- Get a set of keys to the premises and to interior locked file cabinets and offices. Change the locks and combinations to protect the office files and assets. Secure and retain assistance to access all technology.
- Contact the current or most recent staff to arrange for their employment, (if available) on a full, part time, or temporary basis, to help in the closing down process.
- Open all mail as it arrives to look for information on pending client matters, bills that must be paid, tax returns that have to be filed, income that may come in, etc.
- Arrange with the landlord or other entity for both a cancellation of the old lease or tenancy arrangement and the creation of a new arrangement.
- If there is a known CPA or bookkeeper or file system, try to locate all existing insurance policies, including malpractice, workers compensation, medical, life, general liability, etc., and arrange termination or re-issuance for closing practice.
- Determine if a "tail" malpractice policy can be obtained to protect the lawyer's estate.
- Look for checkbooks, canceled checks, bank statements, and incoming mail for information on existence of checking accounts, savings accounts, and safe deposit boxes. Notify banks. Determine if old accounts must be closed and new accounts opened.
- Determine which "final" and new tax returns must be filed. Consider federal, state, and local payroll, occupancy, and sales taxes. Identify federal and state Employer Identification Numbers.
- Ask local court clerks to run a computer search to determine if attorney is attorney of record on any open matters.
- Examine all incoming mail to determine open client matters. Be especially alert for documents indicating the possible existence of a successor attorney.
- Ask local bar association(s) to send e-mail alerts to members and place a public notice in bar publications announcing death or disability of attorney. The

- notices should ask for information as to any assuming attorney or attorneys with client matters with the deceased or disabled attorney.
- Look for desk calendars, computer calendars and secretarial calendars to seek information on cases in process and due dates; there may be lists of clients divided into active files and closed files.
- Closed files must be examined before destruction or returned to clients. The examination of closed files (and open files) raises questions of attorney-client confidence and possible violation of confidence. Return property of the client and secure originals.
- Determine if there is a provision concerning destruction of files in the fee agreement upon closing the file or at any time in the file. Determine attorney file retention/destruction policy.
- Determine who can sign checks on the attorney's client trust account(s). Inform the bank that the account should be frozen. Determine if a non-lawyer can audit the account. Give a sense of urgency to determine which clients are entitled to the money and make distribution to the clients as rapidly as possible. If the superior court has assumed jurisdiction over the practice, get approval through the court for disbursements.
- For closed offices, notify the post office, building management, and nearby offices. Post office forwarding will prevent mail from being delivered and left at an empty office.
- You might consider placing appropriate notifications on the attorney's Web site.
- If you can obtain passwords, clear all voice mails that may contain client or other important communications. If passwords are not available, disconnect all voice mails for which there is no password and consider using a simple answering machine instead.
- Arrange for automatic forwarding of all e-mails to a mailbox of the responsible person.
- Immediately after deciding on a successor lawyer or firm, notify all courts, agencies, opposing counsel, etc., of the change in representation by appropriate substitution or other documents. Some courts or agencies might require a motion to make the change.
- Make appropriate notifications to bar associations, professional associations, and other organizations. In addition to ending dues billing, the organization may wish to notify others of the death of the member.[19]

D. Petitioning for the Appointment of a Practice Administrator

Depending on the circumstances, the Probate Code authorizes the following persons to file a Petition for Appointment of Practice Administrator ("Petition"): (1) the conservator of a disabled lawyer, (2) the personal representative of a lawyer's estate, (3) any person interested in the estate of the conserved or deceased lawyer, or (4) the trustee of the lawyer's living trust provided the economic interest in the firm has been transferred into the living trust.[20] The Petition must include the specific powers sought and the value of an appropriate bond. (The State Bar Act is silent as to a bond when the State Bar is the petitioner.)

The potential powers of a practice administrator are defined in Business and Professions Code section 6185 and are as follows:

> (1) Take control of all operating and client trust accounts, business assets, equipment, client directories, and premises that were used in the conduct of the deceased or disabled licensee's practice.
> (2) Take control and review all client files of the deceased or disabled licensee.
> (3) Contact each client of the deceased or disabled licensee who can be reasonably ascertained and located to inform the client of the condition of the licensee and of the appointment of a practice administrator. The practice administrator may discuss various options for the selection of successor counsel with the client.
> (4) In each case that is pending before any court or administrative body, notify the appropriate court or administrative body and contact opposing counsel in the cases under the control of the deceased or disabled licensee and obtain additional time for new counsel to appear for the affected client.
> (5) Determine the liabilities of the practice and pay them with the assets of the practice. If the assets of the practice are insufficient to pay

these obligations or for the expenses incurred by the practice administrator to carry out the powers ordered pursuant to this section, the practice administrator shall apply to the personal representative to obtain the additional funds that may be required. If the personal representative and the practice administrator are unable to agree on the amount that is necessary for the practice administrator to undertake the duties ordered pursuant to this paragraph, either party may apply to the court having jurisdiction over the estate of the deceased or disabled licensee for an order requesting funds from the estate.
(6) Employ any person, including but not limited to the employees of the deceased or disabled licensee, who may be necessary to assist the practice administrator in the management, winding up, and disposal of the practice.
(7) Create a plan for disposition of the practice of the deceased or disabled licensee to protect its value as an asset of the estate of the licensee. Subject to the approval of the personal representative of the estate, agree to the sale of the practice and its goodwill.
(8) Subject to the approval of the personal representative of the estate, reach agreements with successor counsel for division of fees for work in process on the cases of the deceased or disabled licensee.
(9) Subject to the prohibitions against soliciting cases, the practice administrator may act as successor counsel for a client of the deceased or disabled licensee.[21]

E. Problems With Papers and Records

Pursuant to Rules 1.15 and 1.16, with certain exception, the lawyer's records of the client's matter are the client's property and the practice administrator, when closing a practice, must determine what, if any part of a file, should be returned to a client.[22] While it is less common now, estate planning lawyers historically were the document repository for original plans. Lawyers should consider whether retaining original documents and plans is in their best interests.

If a lawyer retained original documents, Probate Code section 710 provides that any successor attorney who accepts transfer of a document shall use care for preservation of the document and, "shall hold the document in a safe, vault, safe deposit box, or other secure place where it will be reasonably protected against loss or destruction."[23] To terminate the deposit relationship, the lawyer must (a) personally deliver the document to the depositor; (b) mail the document to the last known address by registered or certified mail with return receipt required, and receive a signed receipt; or (c) comply with the method agreed upon by the depositor and the attorney.[24] Issues arise when a client can no longer be located.

If the lawyer retaining original documents dies, becomes incapacitated, or is no longer an active member of the State Bar, "a deposit may be terminated under this section by transferring the document to the clerk of the superior court of the county of the depositor's last known domicile" and notice must be sent to the State Bar.[25]

Similarly, even when a lawyer does not retain original documents, "Client materials and property" which include "correspondence, pleadings, deposition transcripts, experts' reports and other writings, exhibits, and physical evidence, whether in tangible, electronic or other form, and other items reasonably necessary to the client's representation, whether the client has paid for them or not," must still be returned.[26] The practice administrator must review the client files to locate the client, determine what, if anything, must be returned, and/or determine if the file may be destroyed.

Once the practice administrator completes their duties, they must file an accounting with the court and seek fees for their reasonable and necessary services.[27] "The law practice shall be the source of the compensation for the practice administrator unless the assets are insufficient in which case, the compensation of the practice administrator shall be charged against the assets of the estate as a cost of administration. The practice administrator shall also be entitled to reimbursement of his or her costs."[28]

V. THE SALE OR OTHER TRANSFER OF A LAW PRACTICE

A. The Sale of a Practice

While the closing of a practice due to a sudden death or disability is unavoidable, practitioners should consider the option of selling their law practice before the onset of a disabling factor. It can be difficult to make this decision when the lawyer still feels like the job can be done, but a timely sale enhances the lawyer's control of the disposition of the practice and can ease the lawyer's transition to retirement.

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The terms of any sale are generally determined by the buyer and seller. However, the State Bar has some rules governing sales. For example, Rule 1.17 provides that, among other limitations, the sale cannot be the cause of an increase in the fees charged to clients, and if the sale contemplates the transfer of responsibility for work not yet completed and is not by reason of death or disability of the selling lawyer, 90-days notice must be provided to the impacted client.[29]

The sale of a law practice while is it still a going concern can benefit both attorneys and clients. Specifically, it allows for attorneys exiting the practice of law to financially benefit from years of building a practice. It also allows for practitioners who were previously prevented from moving from another jurisdiction because of the loss of their book of business and networks, to purchase an established practice. It can provide newer attorneys with smaller networks and client bases to grow their businesses. Lastly, it benefits clients by allowing for continuity of representation and seamless transfer of information.

B. The Valuation of a Law Practice

The State Bar's *Guidelines for Closing or Selling a Law Practice* include a discussion on the valuation of a law firm.[30]In discussing the methods of valuing a firm, it provides the following checklist referred to as "A Multiple of Fee Income" approach that could be consulted:

1. Average the fee income over the previous five years by category of fees. A five-year average will hopefully balance out the highs and lows. It is necessary to classify the type of fees. Fee income from trusts and a safety deposit crammed full of original wills may be much more valuable than fee income from criminal law cases which depended on the selling attorney who personally had the skill and reputation that caused the phone to ring.
2. Examine the sources of the clients. Do the clients come from referrals to a specific lawyer? Do the clients come due to the firm, the firm's expertise, or the expertise of a specific lawyer in a particular area of law? Do the clients come from institutions that are likely to continue referring clients when the selling lawyer closes or retires? Do they come from yellow pages or the Internet?
3. Examine the areas of law that are the sources of the fees. Are they in growth areas such as mediation, arbitration, and elder law as opposed to medical malpractice or other areas that could likely be capped by legislatures?
4. Determine if the selling attorney can remain during a period of time ranging from six months to one year or more.
5. Determine if the support staff with knowledge of the clients and matters will remain.
6. Look at the net income after expenses. Typically, net income after expenses will run 40 to 50 percent of the income. If the income percentage is lower, the practice may possibly not support higher fees and may depend on high volume and turnover. If the percentage is higher, it is possible that the lawyer is working long, hard hours without adequate support, staff, or equipment.
7. Start with a figure of six times the average monthly gross fees. Increase the multiple or decrease the multiple, keeping in mind all the various factors. A corporate, business, or probate practice with the departing lawyer staying on for three to six months to meet and introduce clients may be worth 12-15 times the monthly average. The criminal law practice of a deceased lawyer may only be worth as little as one or two months the average income or may have to be given away to avoid ongoing expenses.

8. Determine if the seller is willing to guarantee an amount of fee income from existing and previous clients and referrals.
9. Determine an appropriate adjustment to price and terms if it should be made six months later, twelve months later or at any time based on going over or under the guaranteed income figure.
10. Return on investment or capitalizing net profit is another method that can be utilized.
11. "Hard" assets including books, computers, computer systems, telephone systems, and office furniture may have little or no value beyond their book value. Liabilities on rentals or contract payments must be considered. This amount is in addition to the multiple amounts.
12. "Soft" assets including cases in process with partially earned or contingent fees must also be valued. This amount is also in addition to the multiple amounts.
13. Contingent fees based on results. It will probably be impossible to ethically divide actual fees between a successor lawyer and an executor or spouse or non-lawyer. This is a major incentive for a lawyer to sell before death or disability. Sometimes a system of dividing fees on earnings can be effectuated.[31]

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C. Matters to Consider in the Buy-Sell Agreement

Once the buying and selling attorneys agree on a price, the terms of the sale must be well thought out and competently negotiated. Again, the State Bar of California's *Guidelines for Closing or Selling a Law Practice* could be consulted for ideas on specific deal points that should be considered. The importance of determining what is being purchased, what is not being purchased, and which attorney (the buyer or seller) will be responsible for future acts greatly impacts the attorneys' licenses to practice law and potential malpractice claims. The following list includes examples of the terms that the buyer and seller should consider:

1. List of "client accounts" to be used for determining price and price adjustment.
2. Warranty that every "client account" has a written fee agreement in the file.
3. List of assets being transferred and not being transferred.
4. List of obligations being assumed and obligations not being assumed.
5. Lease status and assumability or assignability.
6. Status and treatment of deposits and prepaid expenses and their effect on purchase price.
7. Definitions of "income" to be used in determining adjustments and adjustments based on actual income from client accounts at specific points in time.
8. Payment of purchase price, including down payment, monthly payments, adjustments to payments, retention or holdback, if any.
9. Covenant(s) not to compete as permitted by law and agreed to by buyer and seller.
10. Guarantees by third parties.
11. Income not included as transfer (sublets investments, etc.).
12. Accounts receivable. Allocation between buyer and seller, and collection and pay over from collections. Charge backs of uncollectible accounts.
13. Work in process. Determine what amounts go to the buyer and seller.
14. Notices to clients. Agreed upon wording.
15. Responsibility for closed files and destruction of closed files.
16. Transition assistance. Compensation rates for specific assistance.
17. Status of errors and omissions, insurances and claims, and possible claims.
18. Identify employees who may not be selected. Penalty for hiring employees.
19. Manner of use of attorney names.
20. Dispute resolution. Which items are to be resolved by mediation, arbitration, or litigation? Specify which person or institution is to mediate or arbitrate disputes.
21. Obtain consent of spouses where appropriate.
22. Review of terms by ethics attorney(s).[32]

D. Alternatives to the Sale of a Practice

A common alternative to an outright sale of a practice is a pre-sale employment relationship between buying and selling attorneys. It has become common for retiring solo practitioners to join larger firms so that the retiring attorney can transfer practices by joining the firm, instead of by an outright sale. Additionally, seasoned attorneys have mentored newer attorneys through employment and/or independent contract relationship to transfer the knowledge of cases and to build relationships with clients in advance to assist in solidifying the practice purchase price.

If attorneys are going to explore these alternative options, they should ensure compliance with Rule 5.1 Responsibility of Managerial and Supervisory Lawyers and Rule 5.2 Responsibility of Subordinate Lawyer even if the relationship appears more informal than a standard employer/employee relationship.

VI. CONCLUSION

Disaster can strike any of us at any time. Lawyers concerned about their clients, their families, and their assets are well-advised to create a thorough and well-considered succession plan.

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Notes:

1. Rules Prof. Conduct, rule 1.3, subd. (a).

2. Rules Prof. Conduct, rule 1.3, subd. (b).

3. Rules Prof. Conduct, rules 1.1, subd. (a), 1.4, 1.6; see also *Flatt v. Super. Ct.* (1994) 9 Cal.4th 275, 289.

4. See *Howard v. Babcock* (1993) 6 Cal.4th 409, 423 (noting that "the rules of professional conduct have since been amended expressly to permit the sale of goodwill in certain circumstances").

5. Rules Prof. Conduct, rule 1.17.

6. Rules Prof. Conduct, rule 1.16, subd. (e)(1) & (2).

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7. Rules Prof. Conduct, rule 1.16, subd. (a)(3).

8. Bus. & Prof. Code, sections 6180-6190.6

9. Bus. & Prof. Code, section 6180.5.

10. *Ibid.*

11. Prob. Code, sections 2468, subd. (f), 9764, subd. (f).

12. Prob. Code, section 2468.

13. Bus. & Prof. Code, section 6185, subd. (a)(7).

14. Bus. & Prof. Code, section 6185, subd. (a)(9).

15. *Closing a Law Practice,* State Bar of California (as of Dec. 29, 2021).

16. *AGREEMENT TO CLOSE LAW PRACTICE IN THE FUTURE,* State Bar of California (as of Dec. 29, 2021).

17. *Ibid.*

18. Foonberg, *Guidelines for Closing or Selling a Law Practice* (2002) State Bar of California (as of Dec. 29, 2021).

19. *Ibid.*

20. Prob. Code sections 2468, 9764, 17200, subd. (b)(22)-(23).

21. Bus. and Prof. Code, section 6185, subd. (a).

22. Rules Prof. Conduct, rule 1.15 and 1.16.

23. Prob. Code, section 710.

24. Prob. Code, section 731.

25. Prob. Code, section 732.

26. Rules Prof. Conduct, rule 1.16, subd. (e)(1).

27. Prob. Code, section 2468, subd. (h), section 9764, subd. (h).

28. Prob. Code, section 9764, subd. (h).

29. *Ibid.*

30. Foonberg, *Guidelines for Closing or Selling a Law Practice, supra.*

31. *Ibid.*

32. *Ibid.*

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