§ 11.117
represent a client, or where representa-

tion has commenced, shall withdraw
from the representation of a client if:
(1) The representation will result in
violation of the USPTO Rules of Pro-
fessional Conduct or other law;
(2) The practitioner’s physical or
mental condition materially impairs
the practitioner’s ability to represent
the client; or
(3) The practitioner is discharged.
(b) Except as stated in paragraph (c)
of this section, a practitioner may
withdraw from representing a client if:
(1) Withdrawal can be accomplished
without material adverse effect on the
interests of the client;
(2) The client persists in a course of
action involving the practitioner’s
services that the practitioner reason-
ably believes is criminal or fraudulent;
(3) The client has used the practi-
tioner’s services to perpetrate a crime
or fraud;
(4) A client insists upon taking ac-
tion that the practitioner considers re-
pugnant or with which the practitioner
has a fundamental disagreement;
(5) The client fails substantially to
fulfill an obligation to the practitioner
regarding the practitioner’s services and has been given reasonable warning
that the practitioner will withdraw un-
less the obligation is fulfilled;
(6) The representation will result in
an unreasonable financial burden on
the practitioner or has been rendered
unreasonably difficult by the client; or
(7) Other good cause for withdrawal
exists.
(c) A practitioner must comply with
applicable law requiring notice to or
permission of a tribunal when termi-
nating a representation. When ordered
to do so by a tribunal, a practitioner
shall continue representation notwith-
standing good cause for terminating
the representation.
(d) Upon termination of representa-
tion, a practitioner shall take steps to
the extent reasonably practicable to
protect a client’s interests, such as giv-
ing reasonable notice to the client, al-
lowing time for employment of other
counsel, surrendering papers and prop-
erty to which the client is entitled and
refunding any advance payment of fee
or expense that has not been earned or
incurred. The practitioner may retain
papers relating to the client to the ex-
tent permitted by other law.
§ 11.117 Sale of law practice.
A practitioner 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 a geo-
graphic area in which the practice has
been conducted;
(b)(1) Except as provided in para-
graph (b)(2) of this section, the entire
practice, or the entire area of practice,
is sold to one or more lawyers or law
firms;
(2) To the extent the practice or the
area of practice involves patent pro-
ceedings before the Office, that prac-
tice or area of practice may be sold
only to one or more registered practi-
tioners or law firms that include at
least one registered practitioner;
(c)(1) The seller gives written notice
to each of the seller’s clients regarding:
(i) The proposed sale;
(ii) The client’s right to retain other
counsel or to take possession of the
file; and
(iii) The fact that the client’s con-
sent 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 after re-
ceipt of the notice.
(2) 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 cam-
era information relating to the rep-
resentation only to the extent nec-
essary to obtain an order authorizing
the transfer of a file; and
(d) The fees charged clients shall not
be increased by reason of the sale.
§ 11.118 Duties to prospective client.
(a) A person who discusses with a
practitioner the possibility of forming
a client-practitioner relationship with
respect to a matter is a prospective cli-
ent.
(b) Even when no client-practitioner
relationship ensues, a practitioner who