



HOW TO WRITE A CLIENT ADVICE LETTER*

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A key skill for lawyers and law students is the ability to explain legal issues and provide advice in writing to clients. Client advice letters, which lawyers write to answer the client’s legal question and guide the client’s decision-making, are the most common way lawyers provide written advice.¹ Lawyers write client advice letters on physical paper, in email attachments, and in the body of emails.

The most significant difference between client advice letters and other legal documents is that client advice letters are often written for non-lawyers. This handout focuses on helping you write for this audience. First, it describes client advice letters’ purpose, audience, scope, and tone. Second, it provides the components of client advice letters – introduction, facts, analysis, and conclusion – together with tips and examples for each section.

I. Getting Started

Letters are the most stylistically varied type of writing you will do as a lawyer because you must tailor your tone and analysis to your individual audience.² Therefore, before you sit down to write a client advice letter, it is especially important to consider the letter’s (A) purpose, (B) audience, (C) scope, and (D) tone.

A. Purpose

Client advice letters serve two purposes. First is to answer the client’s questions and advise them of their legal options.³ This purpose helps fulfill a lawyer’s ethical obligation to “explain a matter to the extent reasonably necessary to permit the client to make informed decisions regarding the representation.”⁴ Second is to memorialize your current understanding of the legal issue by conveying your analysis, including the merits of the client’s case and the likely outcome.

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¹ HELENE S. SHAPO, MARILYN R. WALTER, & ELIZABETH FAJANS, *WRITING AND ANALYSIS IN THE LAW* 285 (7th ed. 2018) [hereinafter *WRITING AND ANALYSIS IN THE LAW*]. See *id.* for information about other kinds of client communications, such as formal opinion letters.

² *WRITING AND ANALYSIS IN THE LAW* at 279.

³ DIANA R. DONAHOE, *THE ROAD TO LEGAL PRACTICE* (2023), <https://teachinglaw.com/legalDocuments/Client%2BLetters> [hereinafter *DONAHOE*].

⁴ MODEL RULES OF PROF’L. CONDUCT R. 1.4 (AM. BAR ASS’N 2020).

B. Audience

Your audience is your client. So you must write differently than you would for lawyers or judges. It is critical to write in a way your client can understand. As you write, keep the client's background and education in mind and always maintain respect for the client.⁵

Tailor your letter to your client's educational background and legal experience. For example, a letter to the general counsel of a large corporation should look quite different than a letter to a small business owner with no prior experience with lawyers.⁶ For the general counsel, you can include more detailed analysis, citations, case discussions, etc., than you want to include for the small business owner.⁷ Lawyers are trained to glean information from case descriptions and citations, but the same items may confuse and overwhelm non-lawyers. Many clients, especially those who are non-lawyers, will assume you know the law – you do not need to prove it to them.⁸ When in doubt, aim for broader readability. Some strategies for communicating legal ideas to non-lawyers are discussed below in the Components section.

Always be respectful to the client and others in your writing. Do not take the fact that the client is not a lawyer and oversimplify your writing so much that it is insulting to the client. Additionally, do not include assumptions about your client or others. For example, when choosing terms to describe your client, use the language that the client uses to describe themselves and be mindful about the terms you use to describe others.⁹ Misgendering a client or describing them with an offensive term can destroy trust with your client.¹⁰ Finally, only include relevant information. For example, if a person's race, sexuality, or disability is not relevant to the legal issue, you likely do not need to include it in your letter.¹¹

C. Scope

Your letter should be no longer than necessary to answer the client's question(s) and provide them with options for how to proceed. Clients are busy people too! Limit the letter's scope by focusing on the information the client needs to know. Do not use space to explore any extraneous legal issues. A well-written letter should be concise and focused enough for a client to understand it in one reading.¹² A long letter that takes multiple readings to understand is not only less effective but may also indicate you overbilled the client in preparing it.¹³

⁵ DONAHOE, <https://teachinglaw.com/legalDocuments/Client%2BLetters>.

⁶ *Id.*

⁷ *Id.*

⁸ RICHARD K. NEUMANN, JR. & KRISTEN KONRAD TISCIONE, *LEGAL REASONING AND LEGAL WRITING: STRUCTURE, STRATEGY, AND STYLE* 248 (7th ed. 2013) [hereinafter *LEGAL REASONING AND LEGAL WRITING*].

⁹ Jennifer Safstrom & Joseph Mead, *Developing Inclusive Language Competency in Clinical Teaching*, 349 *CLINICAL L. REV.* 349, 361 (2023).

¹⁰ *Id.* at 358.

¹¹ *Id.* at 364.

¹² *LEGAL REASONING AND LEGAL WRITING* at 248.

¹³ DONAHOE, <https://teachinglaw.com/legalDocuments/Client%2BLetters>.

D. Tone

There is no one-size-fits-all approach to the tone of client letters. Tone refers to the author's attitude towards the subject matter, as indicated primarily by the formality of grammar and word choice.¹⁴ Your tone may vary considerably between different letters, depending on your relationship with the client and the complexity of the legal issue involved.

First, consider your relationship with the client. Is it longstanding, or is this the first time communicating with this client? A more informal tone may be proper for a longstanding client with whom you are comfortable. However, a more formal tone may be a better approach to establishing trust with a new client.¹⁵ One way to confer a more informal tone is by using your client's first name in the salutation.¹⁶ You can also create a more informal tone by overtly sympathizing with your client.¹⁷ For example, "I know the uncertainty surrounding the lawsuit against your business has weighed heavily on you." Choose your balance of a formal/informal tone according to your understanding of your client's expectations and how you want to present yourself to the client.¹⁸

Second, consider the type of legal issue you are addressing in your letter. Even if you are working with a longstanding client, a novel or complex legal issue lends itself to a more formal tone than a standard issue that you handle for that client. Additionally, a client facing criminal charges or significant liability may also require a more formal tone. Each issue will be different, so you must use your best judgment in choosing a tone.

Finally, use a conversational tone regardless of the level of formality – it is a letter, after all.¹⁹ Conversational does not mean writing exactly the way that you speak. You should still avoid slang, colloquial language, or flippant remarks. Rather, it means to use less formal language than you would in a legal memorandum.²⁰ One way to achieve a conversational tone is to use first- and second-person pronouns like "I" and "you."²¹ This style will not only make the letter more conversational but also lends itself to simpler sentences and active voice.²² A good test for whether your document is conversational is to read it aloud to hear whether the language is verbally awkward.

¹⁴ WRITING AND ANALYSIS IN THE LAW at 282-283.

¹⁵ ELIZABETH FAJANS, MARY R. FALK, & HELENE S. SHAPO, WRITING FOR LAW PRACTICE: ADVANCED LEGAL WRITING 232 (3d ed. 2015).

¹⁶ WRITING AND ANALYSIS IN THE LAW at 286.

¹⁷ *Id.*

¹⁸ LEGAL REASONING AND LEGAL WRITING at 248.

¹⁹ WAYNE SCHIESS, PREPARING PLAIN LEGAL DOCUMENTS FOR NONLAWYERS 44 (2015).

²⁰ *Id.*

²¹ *Id.*

²² *Id.*

II. Components

Client advice letters have a similar structure to legal memoranda. They typically include (A) an introduction, (B) a statement of facts, (C) an analysis section, and (D) a concluding paragraph.²³ Each subsection below describes what to write in each component, as well as specific tips and examples. Note that the examples are one possible way to structure the component rather than definitive templates.

A. Introduction

The introduction should summarize the context and contents of the letter. It serves a similar purpose as the question presented/brief answer sections of a legal memorandum by supplying a high-level preview of the letter.²⁴

First, you should restate your client's question(s).²⁵ This step ensures that both you and the client similarly understand the issue your letter analyzes. If you are mistaken, your client will have the chance to correct it.

Second, you should include an up-front summary of the letter's contents.²⁶ If you are answering a legal question, the paragraph should give that answer and summarize your analysis. These summaries are sometimes called a "Bottom Line Up Front" or BLUF. Starting with an up-front summary helps clients with a non-legal background. The summary previews the letter's contents, making it easier for the reader to follow along and understand the letter on the first read.²⁷

Tips for effective introductory paragraphs:

- Put the most important information in the introduction. Placing information in the introduction will highlight its importance and make it easier for the client to remember.
- Do not begin with background information. Fronting the question and answer will make the background information easier to understand later in the letter.²⁸
- Do not overload the reader with party names, dates, or acronyms. A simple explanation of the question and answer will be easier for the reader to digest.²⁹

²³ DONAHOE, <https://teachinglaw.com/legalDocuments/Client%2BLetters/Formal%2BRequirements>.

²⁴ *Id.*

²⁵ WRITING AND ANALYSIS IN THE LAW at 286.

²⁶ WAYNE SCHIESS, PREPARING PLAIN LEGAL DOCUMENTS FOR NONLAWYERS 44 (2015).

²⁷ *Id.*

²⁸ *Id.*

²⁹ *Id.* at 42.

Example

Dear Mr. Damiano:

This letter is a follow-up to our discussion last week about whether your non-competition agreement is enforceable in Colorado. After researching the law, I believe the agreement is enforceable. Although Colorado law voids non-competition agreements, there is an exception for agreements protecting trade secrets. Your pizza recipes likely meet the legal requirements for trade secrets, as they're information that is secret and of value. Therefore, your non-competition agreement is likely enforceable as a protection of your pizza recipes.

B. Facts

Depending on your client's needs, you may need to restate the facts of the case. You should recount the legally significant facts of the matter from an objective perspective.³⁰ The recitation both memorializes your current understanding of the facts and gives your client a chance to correct any errant facts.³¹ You can also clarify that your opinion is based on the facts as currently understood and may change if the facts change.³²

Tips for effective facts paragraphs:

- Only include a facts section if it is relevant to the issue. Some clients may not want a recitation of facts, and some issues (e.g., purely legal ones) do not require it.
- Use an organizing principle when recounting the facts.³³ Choose an organizing principle that maximizes clarity for the reader.³⁴ For example, topical organization may be appropriate for complex fact patterns with multiple events or actors, whereas chronological organization may be more appropriate for straightforward fact patterns.

Example

These conclusions are based on the following facts. Please double-check them for accuracy and inform me of any changes, corrections, or additions. Any changes might affect my legal opinion.

You opened Damiano's Pizza and Pasta ten years ago. You used to make all the pizza yourself, but in 2021 you hired Carrol Fiedler to help you with baking. Ms. Fiedler is the only employee who can access your pizza recipes, which you store on a password-protected computer. You have other employees, but they only work on discrete parts of the pizza-making process (such as taking the pizza out of the oven and putting it into a box for delivery). Employees other than Ms. Fiedler never participate in the pizza-making process from start to finish...

³⁰ DONAHOE,

<https://teachinglaw.com/legalDocuments/Client%2BLetters/Formal%2BRequirements/Fact%2BSection>.

³¹ *Id.*

³² *Id.*

³³ WRITING AND ANALYSIS IN THE LAW at 287.

³⁴ WRITING AND ANALYSIS IN THE LAW at 287.

C. Analysis

The analysis section should answer your client's question and explain your conclusions, like the discussion section of a legal memorandum.³⁵ Organize your analysis around the law, using topic sentences, unified paragraphs, and clear explanations of how the law applies to your client. However, this section differs from legal memoranda because your intended audience is your client, not another lawyer. Remember that your client is most interested in how the law applies to them - not necessarily the underlying details of the law.³⁶ Apply your client's facts to the law, and only use detailed case descriptions or legal terms where it will be helpful to your client's understanding.³⁷ If you decide including these items is critical, make sure to include an explanation of the terms.

Tips for effective analysis:

- Do not try to “sound professional” by using legalese or a complex style. Rather, let your clear writing and quality analysis show professionalism.³⁸
- Use headings and subheadings, especially on letters longer than two pages. Headings allow the reader to skim the document and break up large chunks of text.³⁹
- If a legal term of art has a plain English counterpart with a similar meaning, use the simpler word.⁴⁰
- Use examples generously, as they can be highly effective tools for framing the law in a way that is understandable to the client.
- Describing the effects of the law on your client is often more effective than abstractly reciting the law, as such abstractions can be confusing and feel cold to the reader.⁴¹
- Do not use case citations unless your client is a lawyer – they will not make sense to a non-legal audience.⁴² If you absolutely need to include citations, consider putting them in a footnote.
- Use bullets to emphasize lists and visually break up paragraphs.⁴³

³⁵ DONAHOE, <https://teachinglaw.com/legalDocuments/Client%2BLetters/Formal%2BRequirements/Analysis%2BSection>.

³⁶ *Id.*

³⁷ LEGAL REASONING AND LEGAL WRITING at 248.

³⁸ WAYNE SCHIESS, PREPARING PLAIN LEGAL DOCUMENTS FOR NONLAWYERS 41 (2015).

³⁹ *Id.* at 47.

⁴⁰ LEGAL REASONING AND LEGAL WRITING at 248.

⁴¹ *Id.*

⁴² WAYNE SCHIESS, PREPARING PLAIN LEGAL DOCUMENTS FOR NONLAWYERS 47 (2015).

⁴³ *Id.*

Example

For your non-competition agreement to be enforceable, we must be able to show that your pizza recipes are secret and of value.

(1) Secret

Your recipes are likely secret enough to satisfy this legal element. Courts use three factors to evaluate secrecy:

- (a) the extent to which the information is known outside the business;
- (b) the extent the information is known to those outside the business; and
- (c) the precautions you took to guard the secrecy of the information.

I will discuss below how each of these factors applies to you.

(a) The extent the information is known outside the business;

The first factor, the extent your recipes are known outside the business, weighs in favor of secrecy. Colorado courts have said that information is too widely known outside the business when it is publicly available. Your recipes are not publicly available. They are different from recipes used by other pizza restaurants because you use different ingredients and cooking processes than traditional pizza recipes. Customers intrigued by the secrecy of your recipes have created an online blog where individuals try to guess what is in your recipes, but none have ever been exactly correct. These circumstances strongly indicate that your recipes are not publicly available.

During our conversation, you expressed some concern that, in the past, you've publicized individual pizza ingredients online but never a whole recipe. However, this fact will likely not be an issue. Multistep processes, such as your recipes, are evaluated as a whole. Therefore, it does not matter if one ingredient is public because that ingredient is just one step in the larger process. As a result, your recipes are not publicly available because no one in the public knows the *whole* recipe.

Therefore, because we can demonstrate that none of your recipes are public, the first factor weighs in favor of your recipes being secret...

D. Closing

The closing should restate your legal conclusions and provide advice to the client.⁴⁴ Make sure you tailor your advice to the client's needs so they can understand their potential next steps.⁴⁵ For example, if the ultimate news about the client's case is bad, you should not cushion your language so much that the client will not fully understand their situation.⁴⁶ Additionally, if the client has options for how to proceed, list them and include your evaluation of their potential effectiveness.⁴⁷ You can also conclude by suggesting that further discussion in person or over the phone is warranted.⁴⁸

Tips for effective closing paragraphs:

- Restate the most important information to emphasize it for the client.
- Use bullets and/or numbering to create a list if a client has multiple options.⁴⁹
- Avoid using legalese to describe your client's options.

Example

In sum, your pizza recipes are likely trade secrets because they are secret and of value. Therefore, your noncompete agreement is likely enforceable because it falls within the trade secret exception. As a result, you have a few options going forward:

- Send a letter to Ms. Fiedler informing her that she will violate her non-compete agreement if she opens a pizza shop.
- File a lawsuit to prevent Ms. Fiedler from opening a pizza shop.
- Wait and see if Ms. Fiedler acts on her plan to open a pizza shop before continuing.

I believe that sending a letter is the best first step because it will remind Ms. Fielder of her agreement while leaving the other options available to you in the future. However, please do not hesitate to call or schedule an appointment to meet to discuss all your options. I would be more than happy to write a letter for you or help you prepare for litigation.

Sincerely,
[Your name]

⁴⁴ DONAHOE, <https://teachinglaw.com/legalDocuments/Client%2BLetters/Formal%2BRequirements/Closing>.

⁴⁵ *Id.*

⁴⁶ LEGAL REASONING AND LEGAL WRITING at 248.

⁴⁷ WRITING AND ANALYSIS IN THE LAW at 290.

⁴⁸ *Id.*

⁴⁹ WAYNE SCHIESS, PREPARING PLAIN LEGAL DOCUMENTS FOR NONLAWYERS 47 (2015).