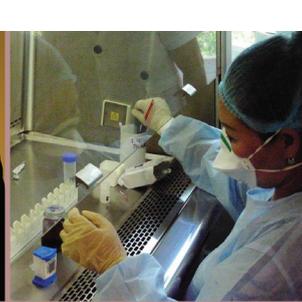
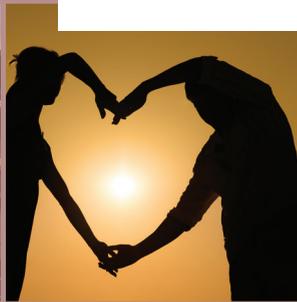


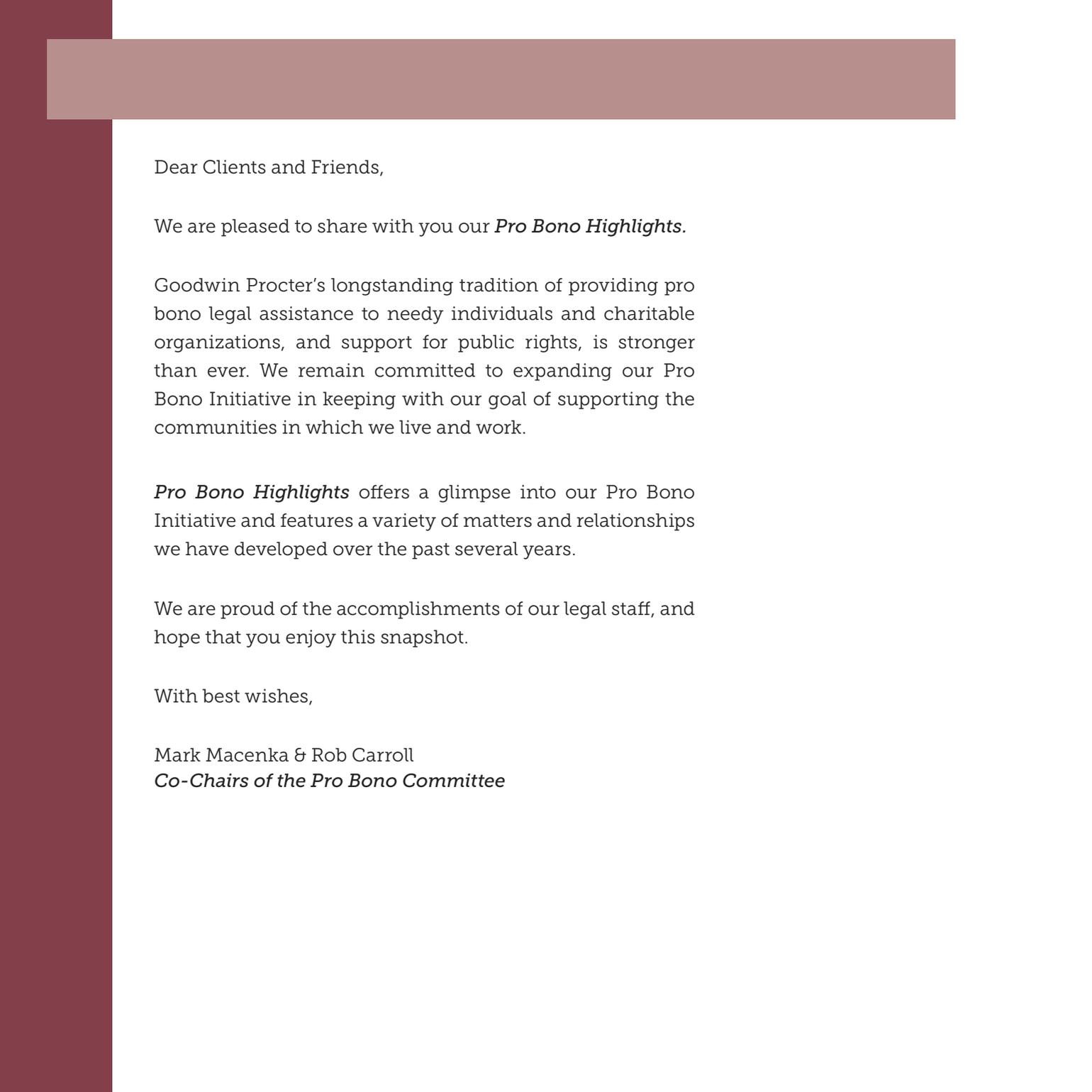
GOOD CAUSE

PRO BONO HIGHLIGHTS



GOODWIN

PROCTER



Dear Clients and Friends,

We are pleased to share with you our *Pro Bono Highlights*.

Goodwin Procter's longstanding tradition of providing pro bono legal assistance to needy individuals and charitable organizations, and support for public rights, is stronger than ever. We remain committed to expanding our Pro Bono Initiative in keeping with our goal of supporting the communities in which we live and work.

Pro Bono Highlights offers a glimpse into our Pro Bono Initiative and features a variety of matters and relationships we have developed over the past several years.

We are proud of the accomplishments of our legal staff, and hope that you enjoy this snapshot.

With best wishes,

Mark Macenka & Rob Carroll
Co-Chairs of the Pro Bono Committee

Pro Bono Highlights

Pro bono at Goodwin Procter provides our attorneys and professional staff opportunities to do challenging and stimulating work that benefits those who could not otherwise afford legal assistance. Our program is shaped by the entrepreneurial spirit and drive of our lawyers. Their enthusiasm, coupled with the firm's encouragement and access to projects, enables us to provide pro bono legal assistance on approximately 450 client matters and dedicate more than 50,000 hours over the course of a year. Our docket is constantly changing as matters are opened and taken to their natural conclusions.

“The success of our pro bono program demonstrates the dedication of our lawyers and professional staff to go above and beyond to assist people who otherwise could not afford critical legal services. Despite life's competing demands, and thanks to their generous spirit, our attorneys and staff have made pro bono work a priority. As a firm, we applaud their efforts, as we continue to seek out new opportunities where we can make a difference. ”

Regina Pisa & Rob Insolia
Chairman & Managing Partner,
Goodwin Procter LLP



Compass Working Capital

Compass Working Capital is a nonprofit organization that provides incentive-based savings and financial coaching programs that empower low-income families to access opportunities, build assets and achieve their financial aspirations, such as saving for a first-time home, a college education or a small business.



Steven Grossman, MA State Treasurer, Nicole Lane, Compass Honoree, and Sherry Riva, Executive Director of Compass Working Capital

"At Compass, we are never short on ideas or energy, but we struggle to build the resources – primarily human capital talent – to achieve our goals. Goodwin has been an instrumental partner for Compass at every stage of growth, particularly in the last two years as we have transitioned to a growth-oriented nonprofit organization that provides an innovative portfolio of products and services and is recognized as a legitimate thought leader in the field. Most notably, Goodwin has played a highly strategic role in the development, launch and expansion of the Compass Family Self-Sufficiency (FSS) program."

- Sherry Riva, Executive Director, Compass Working Capital

"Compass runs the only public-private FSS program in the country, which helps Section 8 residents save money to get out of public housing. I drafted agreements with the Lynn and Cambridge housing departments to establish these groundbreaking programs, which was a unique and satisfying legal experience. It has been incredibly rewarding to hear the stories of the people who have been helped. Compass is enabling the American dream to become a reality for everyone, and not through hand-outs, but by helping people to achieve their goals through their own effort."

- Grant Butler, Associate, Financial Institutions Practice



Heart-n-Hand Ministries

Heart-n-Hand is a nonprofit organization based in West Central Missouri that supports the homeless and offers a food pantry, clothing vouchers, financial assistance and life coaching.



"We believe it is only because of Goodwin Procter that we were able to receive a much needed warehouse. Without their professional guidance, we would not be able to reach out to so many people in need. The quick and accurate responses, and courteous interaction with us, was with integrity and honesty. Even after we took possession of the building, Goodwin Procter continued to support us, and guide us to a satisfactory position."

- Rick Dawson, Executive Director, Heart-n-Hand Ministries

"The most rewarding aspect of working with Heart-n-Hand Ministries has been knowing that I helped a community that I will never see, that I will never meet, but that was in dire need of assistance."

- Doug Praw, Partner, Real Estate Capital Markets Practice



Autism Speaks



AUTISM SPEAKS™
It's time to listen.

"Over the years I frequently marveled at the potential for missteps and missed opportunities that come without the knowledge to understand how to access available support and resources for school-age children affected by autism spectrum disorders. The usefulness of our work has exceeded all expectations, and has a value far more than any check I, or we, could have written."

- **John Ferguson, Partner, Real Estate Private Investment Funds Practice**

Autism Speaks is an advocacy organization that works to fund research related to autism spectrum disorders, and conducts autism awareness and outreach activities aimed at families, governments and the public. Goodwin Procter partners John Ferguson and John LeClaire recently spearheaded an effort to develop an online guide for Autism Speaks. They organized a team of Goodwin attorneys who prepared a comprehensive resource kit, including a FAQ section designed to answer queries pertaining to various topics with a legal slant. The 20-page guide – which defines terms and explains concepts regarding the rights and entitlements of individuals with autism and their families – also covers areas such as adults on the autism spectrum, education (IDEA and IEP), financial resources, legal protection and rights, and divorce.

Doorways to Dreams (D2D) Fund

D2D Fund seeks to strengthen the financial opportunity and security among low- and moderate-income households through a variety of innovative savings programs. The group works with financial institutions and regulators to develop new products and distribution channels for its clients.



"Goodwin Procter has been a critical partner in expanding our innovative savings concept – prize-linked savings – throughout the country. The firm's attorneys have done more than provide standard legal advice. They listened to and dissected our legal concerns, put together a team that reflected our specific needs, and spent additional time ensuring that our team understood their analysis and how

it impacts our work. Without their assistance, D2D simply could not have gained the attention and support for the product from the financial services industry, legislators, policy makers, regulators and nonprofit leaders."

- Timothy Flacke, Executive Director, Doorways to Dreams (D2D) Fund, Inc.

"D2D is a great client because its core mission-oriented work is heavily legally driven. Many of the products it has developed require understanding and interpretation of complex banking laws, lottery and gaming laws, and securities laws. In addition, D2D is focused on scaling its programs and the products it develops. This provides a great opportunity for Goodwin attorneys to be involved in something that will reach tens of thousands, or hundreds of thousands of people."

- Daniel Preysman, Associate, Private Investment Funds Practice



Plimoth Plantation

Plimoth Plantation brings to life the stories and interactions of the Wampanoag and English colonists, known as Pilgrims, in 17th-century New England. This nonprofit living history museum features Pilgrim and Native interpreters who are in traditional dress and speak in period dialects. Visitors interact with these interpreters and experience history through cooking, farming, blacksmithing, building and many other activities.



"Goodwin Procter has helped Plimoth Plantation in a wide variety of areas, from real estate, intellectual property, contracts, personnel matters — you name it. And, due to the unique nature of what we do, some of the questions that arise are probably atypical of the everyday work at a big-city law firm. The folks we work with at Goodwin Procter always seem very happy to work with us, and learn about the intricacies of our living history museum. Without this in-kind work, we would be forced to re-direct valuable resources that we are currently devoting to fulfilling our educational mission." - **Ivan Lipton, Chief Administrative Officer, Plimoth Plantation**

"The intellectual and professional challenges posed by some of the matters they have brought to us have been fascinating and rewarding. It has also been great to learn more about the history of Colonial and Pre-Colonial Massachusetts, and to work with a great team of professionals at the museum."

- **Mitch Bloom, Partner, Life Sciences Practice**



3LPlace

3LPlace seeks to empower adults with autism and other developmental disabilities to lead meaningful, gratifying, healthy and connected lives, while easing their loved ones of worry and isolation. To make this possible, 3LPlace is building communities through its work in three vital, interconnected areas: Learning, Living and Linking.



"3LPlace created a team of more than 40 multi-disciplinary professionals who have contributed their time, energy and content to our Transition Curriculum Project so that we can publish it free of charge to families, schools and social service agencies. Goodwin Procter helped coordinate this many-headed intellectual property share-fest. The lawyers involved were incredibly knowledgeable and wonderfully gracious. They created a flexible, scalable intellectual property framework for us, one that will grow with us as we work on additional content and tools projects on behalf of adults with autism and developmental disabilities."

- Deborah Flaschen, President and Founder, 3LPlace

"Helping to develop the framework for the Transition Curriculum Project allowed our legal team to tackle some unusual and interesting intellectual property issues relating to the ownership of the collaborative written work that was being created. This work was both legally challenging and groundbreaking. With passion fueled by its founders, 3LPlace is creating a community infrastructure that offers an array of support to help adults with autism and other developmental disorders. It was an honor for our firm to be a part of this effort from such an early start."

- Steve Charkoudian, Partner, Technology Transactions Practice



American Psychological Association (APA)

APA is dedicated to advancing the creation, communication and application of psychological knowledge to benefit society and improve people's lives.



"APA *amicus curiae* briefs are challenging in that they seek to summarize complex social science research accurately, objectively and succinctly, while at the same time connecting the research to the legal issues before the court. Our Goodwin Procter team helped us hit just the right balance between science and advocacy."

- Nathalie Gilfoyle, General Counsel, American Psychological Association

"The APA gets involved in highly interesting, cutting-edge legal issues and brings a different perspective to the debate that should be in the mix. Representing the APA gave Goodwin Procter the opportunity to address unsettled constitutional law issues that are broadly important to society at large."

- William Sheehan, Chair, Appellate Litigation Practice



B.J., Asylee from Guatemala

B.J. is an indigenous Mam Maya man who had fled Guatemala as a young child after witnessing armed soldiers threaten and abduct his family during Guatemala's civil war. By demonstrating the past persecution suffered by our client in briefing submitted to the San Francisco Immigration Court, our client now lives and works legally in the United States.



"B.J. was displaced from his home at a very young age and experienced hardships most of us could not begin to understand. Thanks to the dedication and compassion shown by the Goodwin Procter attorney team, the client has not only been able to share his story, but he has finally been heard."

- Carson Baucher, Interpreter

"Our work made a real, tangible difference in someone's life. Our client is now free to build a life here without fear of being forced to return to a country where he has no remaining ties and would likely be re-traumatized."

- Laurel Kilgour, Associate, Patent Litigation, Life Sciences, and IP Transactions and Strategies Practices



The Greater Boston Food Bank (GBFB)

GBFB is the largest hunger-relief organization in New England, and among the largest food banks in the U.S. With its state-of-the-art facility, GBFB acquires, stores and distributes food through local food pantries, community meal programs, homeless and residential shelters, youth programs, senior centers, day-care centers and communities throughout eastern Massachusetts.



"We are committed to making the best use of every donated dollar, so savings are critical. We asked Goodwin Procter to assist us with a solar power purchase agreement (PPA). The PPA allows us to devote more of our financial resources toward our mission, and provide more food to those in need in eastern Massachusetts. It is delivering a tangible benefit each month."

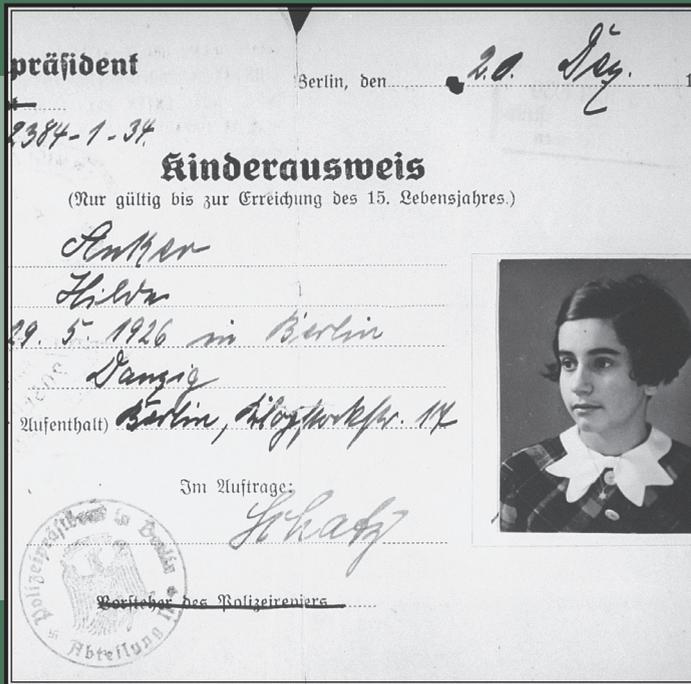
- David Noymer, Chief Financial Officer, GBFB

"Hunger can impact everyone in our society, and I was drawn to the organization's mission and visibility in our local communities."

- Blake Liggio, Associate, Business Law Department



One Thousand Children



"Our mission involved centralizing management and negotiating an arrangement to preserve the history of this group of refugees. It was a very fulfilling experience working with the OTC members, and having the opportunity to hear about what the organization meant to them, and to understand how many of these refugees had not known that there were 'more people like them.' More importantly, it was an honor to help them ensure that the artifacts and stories are preserved for future generations."

- Breck Hancock, Partner, Private Equity Practice

One Thousand Children (OTC) is dedicated to preserving the history of the American "Kindertransports." During the reign of the Nazi regime in Europe, children threatened with genocide were brought to the U.S. to save them from persecution. Because there was no sanctioned program providing refugee status for these children, individuals and organizations in the U.S. and Europe developed a loose network to place the children with U.S. foster families to keep them safe throughout the war years. Goodwin has helped OTC secure its legacy through the formation of a partnership with the Hebrew Immigrant Aid Society and the Center for Jewish History to create a permanent collection of OTC archives and artifacts while respecting the various donors' wishes.

Brian's Wish

Addiction destroys lives. Brian's Wish was founded to end it. It is building a new organization with a new energy and a new commitment in the battle to end addiction. Founded by a father to honor the memory of his son, Brian's Wish is committed to advancing evidence based programs, parent support and public education. To learn more, visit www.brianswish.org.



"Goodwin Procter has helped us with all necessary filings to form our organization, along with a number of contracts and agreements. Our Goodwin Procter team offered not only great legal advice, but great practical advice as well."

- Gary Mendell, Chairman and CEO, Brian's Wish

"We have known Gary since the early 1990s and our hearts were broken upon learning of the loss of his son Brian. Providing resources to Brian's Wish, and the important work Gary is doing to end addiction, was just one small way we could help. Brian would want us all to know that addiction is not a choice...it's a disease."

- Gil Menna, Co-Chair, Real Estate Capital Markets Practice



(Brian Mendell, 1986 - 2011)

Step Forward Initiative (SFI)

SFI was formed to address unmet medical and social needs in under-served communities throughout the world. SFI has focused its initial projects on less developed regions within the Russian Federation that suffer from high rates of tuberculosis. The strategy is to get people, or organizations, to "step forward" with ideas, funding and support for programs.



"With Goodwin Procter's assistance, we were able to qualify for nonprofit status in a relatively short amount of time, and thus have been able to make very tangible progress on our first program helping Kalmykia, Russia with its tuberculosis (TB) control effort. We were then able to qualify for a special program that allowed us to purchase a state-of-the-art instrument for diagnosing TB. Because we obtained our assistance pro bono, we were able to have sufficient funds to purchase the instrument, and pay for installation and training of staff in the TB laboratory." - **Ron Haak, Co-Founder and President, Step Forward Initiative**

"While our pro bono efforts typically involve assisting organizations that improve the lives of their beneficiaries, SFI provided an exciting opportunity to partner with an organization that is saving lives."

- **Steve Feldstein, Partner, Labor & Employment Practice**



Publicolor

Publicolor engages disconnected low-income NYC public middle and high school students in their education through a continuum of out-of-school time programs and academic support. Every year, 800 at-risk youth gain direct exposure to Publicolor's initial programming, where they learn transferable work habits and essential life skills. The organization also offers a subsequent series of programs to help students plan and prepare for college and a career.



"By empowering disaffected students to reach their full potential, Publicolor directly addresses two of the root causes of poverty: the under-education of low-income minority NYC public school students and their lack of workforce preparedness. Goodwin Procter has helped us navigate complex legal matters with the government and regulatory agencies, including donor's charitable trusts and contracts with other organizations. Accessing pro bono assistance allows us to dedicate more funds to go to our continuum of programs that help our under-achieving students strategically plan and prepare for college and career."

- Ruth Lande Shuman, President and Founder, Publicolor

"Working with Publicolor has been a truly rewarding experience on many levels. Not only have we had the opportunity to assist one of the most well-respected organizations of its kind in NYC on various legal matters, but we have been lucky enough to witness the beautification projects sponsored by Publicolor first-hand, and have had the great pleasure of meeting many of the youth who have grown and prospered in Publicolor's programs. We are honored to play a small part in helping Publicolor achieve its goals for the youth of NYC."

- Paul Cicero, Partner, Private Equity Practice



Neighborhood Business Initiative (NBI)

Goodwin Procter's Neighborhood Business Initiative provides pro bono business legal services to low-income entrepreneurs and small business owners in underserved neighborhoods through direct representation and neighborhood-based legal workshops and clinics, and by partnering with community-based organizations.



"When I first worked with Goodwin attorneys it was on a contract matter. All I wanted to do was cook. What did I know about contracts? It was really nice to have someone to talk through the issues. A couple of years later my business had reached a plateau. At the same time, I had an opportunity to join CropCircle Kitchen. I'm now the Managing Director and we are very busy—there is such demand for kitchen space!"

- **Darnell Adams, Managing Director, CropCircle Kitchen and Former Owner, Eat-in-Style, LLC**

"I counseled Darnell as she negotiated with a catering client. My role was to arm her with an understanding of what her legal rights and obligations were, to help her understand her client's position and to develop a strategy for negotiating. I found the experience rewarding because we were able to transform what was otherwise a fairly frightening experience (being threatened with a lawsuit) into an experience that was empowering. She was able to negotiate a resolution that she thought was fair. And, in the process, she also gained a deeper understanding of the need to have clear and unambiguous contracts."

- **Chelsea Teachout, Associate, Labor & Employment Practice**

NBI *Come in We're*
OPEN

Neighborhood Business Initiative

Recognition

ARTS & BUSINESS COUNCIL

Chairman Regina Pisa recognized with the award for Pro Bono Excellence.

ROBERT B. FRASER ANNUAL FIRM PRO BONO AWARD

The firm recognized Partner Tom Meriam, Counsel Eric Labbe and Associate Teodora Manolova.

CALIFORNIA LEGAL SERVICES FOR EAST PALO ALTO (CLSEPA)

Firm recognized with the Law Firm of the Year Award at CLSEPA's 10th Anniversary Celebration.

MISSISSIPPI CENTER FOR JUSTICE

Counsel Steve Pollak received the Mississippi on the Potomac Award in recognition of his lifelong commitment to public service.

The firm sincerely thanks all the lawyers, paraprofessionals, science advisors and professional staff who support our Pro Bono Initiative and provide important legal services to individuals and organizations throughout the United States and worldwide.

MASSACHUSETTS LAWYERS WEEKLY

Partner Anna Dodson was recognized with the Excellence in the Law Pro Bono Award.

KIND (KIDS IN NEED OF DEFENSE)

Partner Doug Duskocil was recognized for his work with unaccompanied minors.

FEDERAL CIRCUIT BAR ASSOCIATION

Partner Mark Abate was recognized at the Bench & Bar Conference for his pro bono services on behalf of veterans.

LAWYERS' COMMITTEE FOR CIVIL RIGHTS

Associates Pat Hurley and Roy Smith were recognized for their outstanding commitment to pro bono work.

LEGAL AID SOCIETY OF NEW YORK

The firm was honored alongside Associate Amy Duvall and Partner Tom Meriam.

Offices in

Boston

Hong Kong

London

Los Angeles

New York

San Francisco

Silicon Valley

Washington DC

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