

100 YEARS

GOODWIN

PROCTER

"Sitting in my office with a partner from one of Boston's prominent law firms, I heard laughter come rippling along the corridor and through the open door.

"My companion noticed it. 'You know,' he said, 'my partners and our juniors often speak of how frequently they hear laughter here in your office.'

"He went on to say he thought it was a splendid thing, and I agreed. Happiness in the day's work is an essential ingredient of any organization that aspires to excellence."



Robert Goodwin

"I'm on the Hiring Committee. I enjoy it. The *reason* I enjoy it is that basically I like the place, not just because I'm a partner but because it's a very friendly place. We make the practice of law more humane than a lot of shops like us. And the quality of our work is excellent."



Sam Hoar Jr.

"I think anybody in the firm ought to stop and think why you're here, and why is it a good thing to be practicing at Goodwin Procter? What are you looking for?"

"Of course you want to make money. But what do you want beyond that?"

"There are a lot of reasons to practice at Goodwin. It's rewarding to be working side by side and involved with collegial people who are intellectually interesting, who are decent and supportive and who have a common goal."



Bob Fraser

"I always got the message that the reputation we wanted was for doing absolutely first-quality legal work.

"That isn't to say we haven't been near other matters. Don Hurley was absolutely instrumental in getting the Massachusetts Business Development Corporation started. That was a very important legislative step. Charlie Post was instrumental in the fashioning of tax legislation.

"But they were always functioning *not* as lobbyists, *not* as officeholders, *not* as people on the make for the office, but always as lawyers in the representation of the best interests of the clients."



Arthur Stevenson

"As far as new associates are concerned, my advice is, 'Don't be intimidated.'"

"Even though they're given more complex problems and we're asking for a higher, more sophisticated level of performance, we're hiring more gifted lawyers and they're better trained. My fellow partners and I would have had a much more difficult time if we were to have been hired today.

"I don't think new associates work longer hours than we worked. From the beginning, *everybody* at Goodwin Procter has worked very hard."



Pete Simonds

100 YEARS

JULY 1, 1912

ROBERT E. GOODWIN AND JOSEPH O. PROCTER, JR.
ANNOUNCE THAT THEY HAVE THIS DAY FORMED A
PARTNERSHIP FOR THE GENERAL PRACTICE OF THE LAW
UNDER THE FIRM NAME OF GOODWIN & PROCTER,
WITH OFFICES AT 84 STATE STREET, BOSTON.

TELEPHONE FORT HILL 1593

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INTRODUCTION

GOODWIN PROCTER AT 100

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hundred years begs some perspective. Particularly the last hundred. 1912 considered itself to be a thoroughly modern age. Geography had been conquered — the poles had been reached and the headwaters of the Nile discovered. Time had been tamed — it took just six days to send a liner across the Atlantic and only a fraction of a second to send a telegram. Theoretically, even the universe had succumbed, or so said Mr. Einstein.

On the other hand, signatures were still blotted and skirts still brushed the ground. Ports still sent out whalers and Fenway Park was, at least until that April, still a fen. Many an attorney still turned on the furnace for his widowed clients when winter came about. And a gentleman *always* wore a hat out of doors.

It was in that cusp between two ages that two young lawyers hung up a shingle together in

the old part of Boston and began what was then called a general practice of the law.

It's traditional at this point in the story to pause and reflect upon the character of the founders and what sort of abiding character they afforded the firm, and we intend to do precisely that.

They were smart and well-trained in the law. That remains a heritage of the firm in its one hun-

dredth year. They were old school, from old Yankee stock. That has *not* remained a heritage of the firm. They were unfailingly dedicated to their clients and their colleagues. That has remained a heritage of the firm. They were general practitioners who wrote wills and walked to court and acquired every client by word of mouth. That, it must be confessed, has *not* remained a heritage, unless in a composite sense. The world of law has certainly changed in that regard.

They were moral people and good citizens. That remains a heritage. The quintessential story of their willingness to do the right thing — to buy back, at their own cost, bad securities dishonestly offered by a client of theirs to unsuspecting investors — became one of the firm's foundational legends. It remains a guidepost today.

Most of all, they were ambitious and entrepreneurial. That certainly remains a heritage of the firm, then, now and all the way down the line. And their ability to balance entrepreneurial ambition with dedication to the right thing is perhaps their most valuable bequest to the firm they began.

This is the part where we must warn you of the possibility that, despite your most earnest efforts, you may fail to find mention of your most precious case or pride-inducing transaction inside

the pages of this book. For that we apologize in advance. The people, cases and deals that deserve to be mentioned are genuinely legion. We have a great firm. Had we tried to provide mention of everyone and everything deserving, the book you hold would be too heavy to handle and we would likely have missed not only the 100th Anniversary celebration, but perhaps the 101st and 102nd as well.

We've dedicated about an equal portion of pages to each portion of the firm's life. That means the exponential growth of recent years must sacrifice something — some of the more concentrated personal storytelling found in the earlier pages, some of the spotlight. We all know that the firm's current work is fully worthy of the same attention, but we will perhaps have to wait for the 125th to give it its full and just due.

It has been a great hundred years, and it's only the *first* hundred. This book has been produced as part of our own internal celebration, but let's admit that there is always the possibility that a copy may reach the hands of one of our clients, and so a word should be directed to them, without whom we simply do not exist. We thank you for your partnership and for your confidence that we will always do our best by you. We dedicate ourselves to your cause. This book is, in fact, truly dedicated to you.

SETTING UP SHOP

Goodwin & Procter opened for business at 9 am on July 1, 1912, in a small suite on the fifth floor of the India Building at 84 State Street.

The immediate setting reflected the business landscape into which the new partners were venturing. At the end of the street was Boston Harbor; across the way was the Boston Stock Exchange Building. Admiralty law would provide an important source of business in the firm's first, fragile decades, but the city's maritime economy was slowly declining, and banking, investment and financial management were expanding.

The new partners would explore opportunities in all of these facets of Boston's busy economic landscape.



699. State Street, Boston, Mass.



CHAPTER 1

STATE STREET

It was an unremarkable beginning, growing out of a chance encounter on a Boston sidewalk. After some friendly conversation, two young lawyers, former classmates from college, decided to start their own law practice.

An eavesdropper on State Street that late spring morning in 1912 might have been amused at their bravado as Robert Eliot Goodwin and Joseph Osborne Procter, Jr. mapped their professional future. But the firm they forged would endure and eventually flourish, setting the foundation of a professional enterprise



Goodwin Procter opened its doors in Boston, but the two founders had first met across the river in Cambridge as fellow students at Harvard College, Class of '01. The Harvard connection remained important through the early years, with Harvard Law School furnishing nearly all of the firm's lawyers until the early 1960s.

that would grow beyond anything either might have imagined.

LAW IN THE BLOOD

The grandson of New Hampshire's 27th governor, Robert Goodwin, from Concord, Mass., was perhaps destined for a legal career. His father Frank had practiced law in Boston for several decades before losing his eyesight and withdrawing from practice to teach at Boston University Law School. (Unable to read papers or cases, the professor relied on a secretary to read teaching materials aloud to him in his office.) His son proved an equally precocious intellect, graduating from high school at 17, receiving an undergraduate degree from Harvard in 1901 and earning his law degree *summa cum laude* from Boston University in just two years.

After law school, Goodwin (or "Coxy," as he was known in college, having served as coxswain of Harvard's varsity crew) joined Carver & Blodgett, a leading Boston admiralty law firm. After just two years there, he set out on his own, though he continued to work



Goodwin (above) and Procter (below) from the Harvard Yearbook, Class of 1901.



closely with Eugene Carver, rejoining his mentor as a junior partner at another firm in 1907.

A FISHING FAMILY

Joseph Procter hailed from Gloucester, a fishing town on the north shore of Massachusetts Bay. His father, and grandfather before him, owned and operated the Gloucester Mackerel Company. Despite a preference for "the comfort and congenial associations of home, rather than the distractions of politics or monetary investments in enterprises which demand constant personal attentions," Procter's father built the family business into the largest handler of salt mackerel in the country.

His son was made of similar stuff. A classmate of Goodwin at Harvard, Procter was class secretary. He went on to attend Harvard Law School, making law review in his second year. Upon graduating, he joined the firm that would eventually become Nutter, McClennen & Fish, later practicing at Fish, Richardson, Herrick & Neave. There, Procter worked closely with



Joseph Procter hailed from Gloucester, a fishing town on the north shore of Massachusetts Bay, where his father, and grandfather before him, owned and operated the Gloucester Mackerel Company. Procter's father built the family business into the largest handler of salt mackerel in the country.



The new firm rented space on the fifth floor of the India Building. A century of international trade had given similar names to many downtown Boston fixtures, such as India Wharf and India Street. But times were changing and commerce was about to expand.



Ichabod Goodwin



Robert Goodwin's grandfather Ichabod Goodwin (far left) was the 27th governor of New Hampshire. The family had originally settled in Kittery, Maine, but by the 18th century had moved to South Berwick and later to Concord, Mass. The residence shown at the left is the Governor Goodwin House in Portsmouth, N.H. The family lived there in the 1860s when Ichabod Goodwin served as governor.

Robert Herrick, a prominent and well-connected business leader in Boston, and traveled the country extensively on legal matters.

Both Goodwin and Procter had begun to establish themselves professionally when they ran into each other on State Street. They were certainly well-credentialed and had acquired valuable working experience, yet neither would be bringing an established practice or a roster of clients to the partnership. Both were venturesome men, though, and less than a month after their initial conversation, they opened up shop on July 1, 1912, in a small suite on the fifth floor of the India Building at 84 State Street, each contributing equally to the \$1,000 start-up costs.

A CHANGING CITY

Their immediate setting revealed much about the business landscape into which the new partners were venturing. The India Building took its name from India Wharf, which jutted out into Boston Harbor just two

1901: Queen Victoria dies and is succeeded by her son, Edward VII. President McKinley killed by anarchist Leon Czolgosz. Theodore Roosevelt sworn in.

1902: Enrico Caruso's first gramophone recording. Aswan Dam completed. General theory of radioactivity by Rutherford and Soddy. **1903:** Orville and Wilbur Wright fly the first powered, controlled, heavier-than-air plane at Kitty Hawk, N.C. The Boston Americans win first World Series, against the Pittsburgh Pirates. **1904:**

Russo-Japanese War begins over competition for Korea and Manchuria. **1905:** The first Russian Revolution begins on "Bloody Sunday." Albert Einstein's special theory of relativity is published. **1906:** San Francisco earthquake and four-day fire; more than 3,000 dead. Roald Amundsen, Norwegian explorer, fixes the magnetic North Pole.

1907: Financial panic of 1907 in United States. Picasso's *Les Femmes d'Alger* introduces cubism. **1908:** Model T produced by the Ford Motor



Company. **1909:** North Pole reportedly reached by American explorers Robert E. Peary and Matthew Henson. **1910:** Boy Scouts of America incorporated. **1911:** First use of aircraft as offensive weapon, in Turkish-Italian War. Amundsen reaches South Pole. Ernest Rutherford discovers structure of the atom.

blocks down at the end of the street, where in the 1800s ships had unloaded cargoes from Calcutta, Bombay, Canton and other far-flung ports of call. Directly across the street loomed the Boston Stock Exchange Building, an imposing 12-story granite edifice forming "one of the largest office-buildings in America" and housing a "huge hive of banks, corporations, safe-deposit vaults, lawyers and business men," according to a Boston guidebook of the period.

Both buildings were emblematic. Boston was still a major port and maritime hub in 1912, and admiralty law would provide an important source of business in the firm's first, fragile decades of practice. The city's economy was undergoing rapid transformation, however, when the founders hung out their shingle. Factories hummed busily all over the city, making everything from pianos, sewing machines and shoe machinery to razor blades and paper bags. With a population of over 600,000 (and a metropolitan population that exceeded a million), Boston was one of the largest cities in the United States in 1912. As a



port, its fortunes were declining, but as an industrial center, it was thriving.

More than a century of commercial and industrial enterprise, meanwhile, had channeled substantial fortunes and financial activity into the city. Boston's successful businesspeople had grown wealthy and, in the process, made the city a vital and vibrant financial center. Boston capital had funded a good share of the nation's railroad construction in the 1800s and then played a prominent role in organizing the industrial corpora-



Robert Goodwin (seated, middle) was known as "Coxy" in college, having served as coxswain of Harvard's varsity crew.

tions that were transforming the economic life of the nation. The Boston Stock Exchange was an engine of investment second only to New York's. Boston's money- and wealth-managers, meanwhile, were developing deep expertise and innovative financial tools for preserving, growing and putting this capital to use.

Maritime commerce, industry, banking and investment, financial management — Goodwin and Procter would explore opportunities in all of these facets of Boston's busy economic landscape.

CHAPTER 2

STARTING OUT

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he new partners went right to work.

Robert Goodwin's expertise in admiralty law attracted clients. Joe Procter generated business by cultivating corporate and litigation clients in Boston and farther afield.

The partners defended the owners of a factory accused by local oystermen of polluting a salt marsh. They represented the owner of a wharf when a gale drove



A MARITIME ECONOMY

Business in Boston may have been diversifying, but it was still a vibrant port and maritime work was plentiful.

Defending a company accused of polluting local oyster beds, the firm learned that in an earlier case the plaintiffs had been suspected of planting doctored oysters that they then dug up and claimed were tainted by the waters.

Private detectives were hired to watch the tidal flats. A motor launch was outfitted with a chemical laboratory and rotating crews to test water samples around the clock. The case was successfully settled.

a boat into the wharf's pilings. They played a key role in an important Massachusetts public policy dispute regarding seamen and workmen's compensation. The young lawyers took



PUBLIC POLICY AND MASSACHUSETTS PORTS

Founder Robert Goodwin helped raise the firm's profile when he counseled Boston ship-owners about the legal implications of a 1912 Massachusetts law implementing workmen's compensation.

As originally worded, the legislation would have covered seamen operating out of every Massachusetts port, a provision that threatened to drive the shipping industry out of the state.

Recognizing the stakes, Goodwin wrote a paper warning of the consequences, then worked with the legislature and governor to engineer passage of modified language recognizing the preeminence of federal admiralty law. In the process, the founder helped plant a tradition of policy leadership in the firm.

whatever opportunities they could find as they built their practice.

As the caseload grew, so did the fledgling firm. The partners hired their first associate in 1913 and a second several years later. A new partner came in as well when Arthur Ballantine joined the firm in 1914. A Harvard Law graduate whom Goodwin and Procter had very nearly persuaded to come aboard when they originally founded the firm, Ballantine had opted instead to work on the federal income tax legislation of 1913. He later reconsidered and cast his lot with the young firm, which was renamed Goodwin, Procter & Ballantine.

A MOMENT OF TRUTH

Cases and clients did come the firm's way — as Goodwin and Procter likely expected. So too did vicissitudes that they could not have expected. Like any start-up, the partnership faced challenges and formed responses that would shape the enterprise in definitive, far-reaching ways.

One of the earliest and most critical tests came in 1914 when Goodwin and



Founder Robert Goodwin represented Mary Newell against the White Star Line, owner of the ill-fated RMS *Titanic*, in a claim involving the loss of life of her husband, Arthur, who was among the 1,517 passengers to perish in the shipwreck. Ms. Newell's daughter Marjorie, one of the last remaining survivors, died in 1992, at 103.

Harris Gilman



The first associate hired by Goodwin and Procter, Harris Gilman came onboard in 1913. A graduate of Harvard Law School, he started at \$15 a week — the same salary as the firm's secretary. He returned after his war service and later became a partner.

Procter helped a new corporation, a sardine packing company headquartered in Maine, issue some preferred stock. In those days, regulation was much less rigorous. There was no federal Securities and Exchange Commission and only minimal oversight by state authorities. Accordingly, the client's prospectus consisted of a sales circular with a brief description of the new company and its business, a balance sheet and some language about the provisions protecting preferred stock. Goodwin and Procter were listed as legal counsel and a Boston bank as the company's transfer agent. Everything looked to be in order as the stock went on sale.

A few days after the client went public, though, Procter grew suspicious about the balance sheet. Contacting company officials, he discovered that the figures listed in the prospectus were false. Immediately, he called the issuing bank to halt sale of the stock. Unfortunately, \$30,000 worth had already been sold. Mortified, Procter called in Goodwin to decide how to respond.

The founders appreciated that they consistently saw eye to eye with each other. (They had agreed upon the details involved in setting up the firm with the same ease and quickness that had accompanied the decision to found it.) And here too they were in immediate agreement. Facing the crisis squarely, they borrowed \$30,000, secured by their own personal assets, and bought back all outstanding shares at face value. The loan represented a formidable sum, far exceeding the firm's annual income. Nevertheless, throughout their partnership together, both Goodwin and Procter would affirm their decision as one that established the ethical standard to which they always held their firm.

WAR BREAKS OUT

A far greater challenge engulfed the young firm when World War I erupted overseas. Even before the United States joined the war, the outbreak of shooting in Europe inspired Goodwin to take a commission in the Massachusetts National Guard. When the United States did join the Allied cause in 1917,



OUR LITTLE SHIP

"It was the best thing Joe Procter and I ever did in our 20-year association," said Robert Goodwin later, referring to the partners' decision in 1914 to personally rectify the fraudulent actions of a client — a sardine packing company that had engaged them to assist with the issuance of preferred stock. "We forged a definite standard of professional integrity, and nailed it to the mast of our little ship."



Robert Goodwin

he joined the country's vanguard deployment in France under General John "Black Jack" Pershing.

Other departures soon followed. Ballantine was called to Washington, D.C. to serve in the U.S. Revenue Bureau's legal department. Junior associates left too as they were pressed into military service. By 1918, Joe Procter was running the office with only two other hands and a pair of trial lawyers hired temporarily to manage the work.

On the battlefield in Europe, the fighting was brutal, bloody and relentless. At the Battle of the Marne (both the first and the second rounds) and at Verdun, Goodwin encountered the slaughter and squalor of trench warfare. Yet he served with skill and valor, rising through the ranks from captain to major to colonel, eventually assuming command of the 101st Field Artillery.

Goodwin excelled at preserving the lives of his men. In later years, when asked how he had managed to keep so many of "the lucky 101st" alive, his response was revealing.

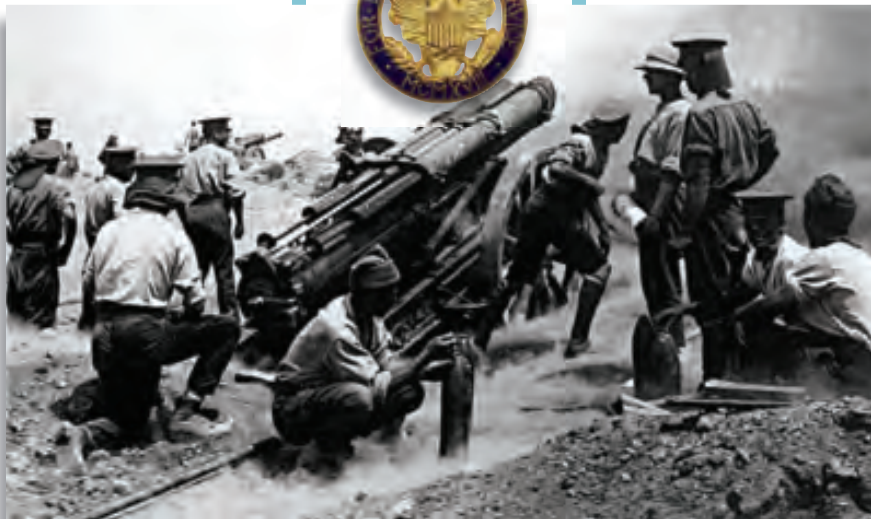
“We played the game every minute,” he explained. “Our men were foxy in switching batteries when they had been observed. The cannoneers became so skillful that they fed their 75s on the recoil — 44 shots a minute — something our French instructors thought was impossible.”

After the campaign, Goodwin was



awarded the Distinguished Service Medal for his “high standards, exceptional ability, sound judgment, unflagging energy and extraordinary activity” — traits he would instill in the firm as he propelled it to greater achievements.

He would ever after affectionately and respectfully be referred to as “Colonel Goodwin.”



THE COLONEL

Robert Goodwin served in France in WWI with skill and valor. He eventually assumed command of the 101st Field Artillery, along the way earning a Distinguished Service Medal. The citation praised his high standards, exceptional ability, sound judgment and tact. Goodwin would ever after be affectionately called “the Colonel” in deference to the rank he achieved during the war.

CHAPTER 3

POISED FOR GROWTH

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ith World War I winding down, partners and associates began to reassemble at 84 State Street. The firm finally returned to full strength in June 1919 and was poised for growth. The “Roaring Twenties” created ideal conditions for expansion. A booming post-war economy offered Goodwin, Procter and their colleagues plenty of work.

Some reshuffling did occur. Arthur Ballantine relocated to New York City to join another firm. A few months later, Frederick Field, who had served with Ballantine at the Revenue Bureau in Washington, paid a visit, making it known he was looking to join the private sector. The founders leapt at the fortuitous opportunity. By the next afternoon, Field had joined the partnership.

Fred Field's experience in the new, complex field of federal taxation was in much demand. It was natural that he be asked to join some of the large New York firms. Life in New York, though, offered Field no attractions, and Goodwin Procter got his nod.

Field was always known as a modest, dignified and courteous man for whom the trappings of life weighed little. Despite being the oldest among his new partners, he never suggested that his seniority be reflected in the firm name.

It is said that he did not even wish to discuss the basis on which he should share as a partner at the time he joined.



Fred Field

Another new name had already appeared on the letterhead just a few months before. Samuel Hoar had joined the firm as an associate during the war, but he too was called up. After the Armistice, Hoar returned as a partner. Field's arrival a few months later completed the round of expansion, making the firm Goodwin, Procter, Field & Hoar.

Fred Field did important tax work with the firm for more than a decade before withdrawing to serve on the Supreme Judicial Court of Massachusetts, eventually becoming its chief justice.

It was Hoar, however, who would leave an especially enduring mark on the firm.

AN ENERGIZING IMPRINT

Hoar descended from a long line of lawyers. Earlier generations had been judges, congressional representatives and prominent civic leaders. With nearly a century and a half of continuous service in America, the Hoar family had distinguished itself as one of the



A LONG LINE OF LAWYERS

Sam Hoar (shown above much later in his career) came from a Concord family, like Goodwin, in which the values of integrity and industry were deeply rooted.

His great grandfather, who served in Congress, had a reputation that would warm the heart of a litigator of any age.

The story goes that the foreman in a critical case reported the jury to be deadlocked, and the presiding judge inquired whether their difficulty was with the law or the evidence.

"Neither," replied the foreman. "The problem is with the plea." Both the law and the evidence seemed to show that the man was guilty, but Squire Hoar had declared his client innocent. And as the Squire always told the truth, the jury was at a loss as to what to do.

country's oldest continuously practicing families in the legal profession. Hoar's son, Sam Jr., would also leave a lasting legacy at Goodwin Procter.

Already an experienced litigator when he joined the firm, Hoar had worked for the Boston Elevated Railway Company and as assistant district attorney for Middlesex County. He had deep roots in Concord and an extended network of well-placed, affluent friends and associations across the Boston community that heightened the firm's profile and attracted numerous clients. His contacts laid the foundation for a substantial trusts and estates practice. They also generated substantial corporate and litigation matters. Work on behalf of American Express, for example, helped protect the client from damages caused by the financial turmoil of the Russian Revolution.

Some cases and some causes were especially close to Hoar's heart. An avid outdoorsman and an early pioneer of the land conservancy movement, Hoar donated large tracts of family land to form a federal wildlife refuge in



A SPORTING LIFE

Grocery magnate and entrepreneur Charles Francis "C.F." Adams (above) was credited with bringing professional hockey to the Boston area.

The first owner of the Boston Bruins, Adams built the Boston Garden in 1928 and led the franchise to its first championship in 1929.

He would later purchase a share of the Boston Braves, the city's National League baseball team, and an ownership stake in Suffolk Downs, the first thoroughbred horseracing track in Massachusetts. Goodwin Procter assisted Adams in all of these endeavors.



The Boston Braves contracted with Babe Ruth, in his last year as a player, to return to Boston in 1935 and anchor the team. The Braves suffered a meltdown that year, however, and a group of civic-minded Bostonians that included Adams took ownership with an eye to resurrecting the franchise's fortunes.



1930 Boston Bruins



Playing in their new home, the Boston Garden, the Bruins won the Stanley Cup in 1929 and followed it with another spectacular season.

The 1930 team skated to a 38-5-1 first-place record — only to lose the Cup in the finals to the Montreal Canadiens — but the Bruins' .875 winning percentage still stands as the best in NHL history.



Suffolk Downs opened in 1935 — a one-mile dirt oval with a seven-furlong inner turf track. Two of the most famous performances probably ever given at the Downs were in the 1937 Massachusetts Handicap by the great champion Seabiscuit (left), and in 1966 by the Beatles, who played to 24,000 raucous fans on the grass infield.

PUBLIC SAFETY

As more roads were built for more automobiles, roadside billboards proliferated. Sam Hoar thought they were a blight on the landscape and led the firm's successful effort to allow state and local authorities to regulate them.

Tales of illegal activity conducted behind the boards were legion, but it was a public safety issue (a driver's eyes being averted from the road) that won the day.



Robert Goodwin



Joseph Procter



Robert Frost



Canis Major

The great Overdog
That heavenly beast
With a star in one eye
Gives a leap in the east.

He dances upright
All the way to the west
And never once drops
On his forefeet to rest.

I'm a poor underdog,
But to-night I will bark
With the great Overdog
That romps through the dark.

Robert Frost

For Joseph Procter



THE PONZI MESS

Charles Ponzi (left and below), whose name would become

synonymous with fraudulent investments, had deposited millions made from his pyramid scheme in a small bank on Hanover Street in Boston's North End.

Ponzi was eventually exposed as a fraud, and the U.S. Supreme Court ruled that those who collected on their investments could be forced to refund the money, leading to a crushing burden on the bankruptcy courts as thousands sought recovery.

From 1921 to 1927, Robert Goodwin served as bankruptcy referee for Middlesex County, helping to sort out the Ponzi mess with accuracy and fairness.



CANIS MAJOR

In 1926, Goodwin and Procter celebrated their 25th reunion with Harvard classmates.

As class secretary, the burden fell to Joe Procter to compile an anniversary report.

In it, Robert Frost, also a classmate, dedicated and inscribed his new poem "Canis Major" to Procter. The poem was published commercially two years later in Frost's collection, *West-Running Brook*.

Concord, albeit one that permitted hunting!

Hoar also led one of Goodwin Procter's longest and most prominent cases of the era, defending the right of Massachusetts state and local governments to regulate billboards. The argument had to be carefully crafted. Existing case law had determined that public authorities did not have the right to regulate billboards erected on private property unless they threatened public safety.

Hoar's team argued, ultimately persuasively, that billboards did in fact jeopardize public safety since they coaxed drivers to take their eyes off the road and therefore created traffic hazards. Exhaustive evidence gathered on highways across the Commonwealth eventually convinced the state's Supreme Judicial Court to allow regulation.

RAISING THE ROOF

The post-war boom literally raised the roof at 84 State Street. A permit was secured to add an 11th floor to the building, and in 1924, the firm moved

1912: Fenway Park opens. Sox beat Giants in World Series. **1913:** Bill creating U.S. Federal Reserve System becomes law. **1914:** Panama Canal officially opens. Congress sets up Federal Trade Commission. **1915:** *Lusitania* sunk by German submarine. **1916:** President Wilson is re-elected with slogan "He kept us out of war." Margaret Sanger opens first birth control clinic. **1917:** First U.S. combat troops in France. Bolsheviks seize power in Russia. **1918:** Former czar and his family executed. German kaiser abdicates. Worldwide influenza epidemic kills more than 20 million. **1919:** Versailles Treaty signed by Allies and Germany but rejected by U.S. Senate. 18th Amendment (Prohibition) adopted. **1920:** First Agatha Christie mystery. Sinclair Lewis' *Main Street*. **1921:** Nicola Sacco and Bartolomeo Vanzetti convicted of armed robbery and murder. **1922:** Mussolini marches on Rome, forms Fascist government. Irish Free State proclaimed. James Joyce's *Ulysses* published. **1923:** Widespread Ku Klux Klan violence. Earthquake destroys one-third of Tokyo. **1924:** Death of Lenin; Stalin wins power struggle. Robert Frost wins first of four Pulitzers. **1925:** John T. Scopes convicted and fined for teaching evolution in a public school. Hitler publishes Volume I of *Mein Kampf*. **1926:** American Gertrude Ederle first woman to swim English Channel. **1927:** German economy collapses. Lindbergh flies first successful solo nonstop flight from New York to Paris. **1928:** Alexander Fleming discovers penicillin. Kellogg-Briand Pact outlaws war.

up in the world, relocating to sunny, spacious quarters on the ninth floor.

In spite of grave warnings from Joe Procter, couches were to be found in some of the new offices. A strong believer in naps, Sam Hoar was pleased that his couch could be placed so as to be out of sight from the hall even with the door open. On occasion, Col. Goodwin's couch was known to have tempted the weary in his absence.

With more room and plentiful work, 11 new attorneys were hired over the next five years, six of whom — Murray Hall, Leonard Wheeler, Allan Higgins, Frank Wallis, Henry Hosmer and Dick Nichols — would begin life-long associations with Goodwin Procter.

As the Roaring Twenties drew to a close, the firm's view from the ninth floor was rosy, but the growing partnership would soon be tested again.

Wall Street, 1929



CHAPTER 4

SEEDS OF CHANGE

A

decade of prosperity and expansion began to deteriorate on October 24, 1929, when share prices on the New York Stock Exchange started falling. What began as a financial retreat quickly turned into a panic. As the calamity spread, thousands of American banks went under and countless businesses collapsed. “Clients were truly frightened,” remembered one

THE NARROW GAUGE

From 1875 until 1940, the Boston, Revere Beach and Lynn Narrow Gauge Railroad carried commuters into Boston and the city's urban population to nearby seaside resorts.

In its heyday, it carried more than seven million passengers annually, making it one of the most heavily traveled stretches of rail in North America.

Goodwin Procter handled all manner of legal matters for the



railroad, including defense against a multitude of often questionable injury suits.

The line's electrification in 1928 caused huge indebtedness, however, and the Great Depression brought high costs and low ridership. The railroad's fiscal health began a period of steady decline.

When damage from the Hurricane of 1938 finally clinched the line's demise, Goodwin Procter oversaw its liquidation.

partner who joined the firm during those dark years. “There was not much law business; everyone was scrambling for work.”

It would be more than 10 years before the United States fully emerged from the Great Depression. When it did, the business landscape surrounding Goodwin Procter would be forever altered. To survive the 1930s, the firm had to find new clients, new areas of expertise and capabilities that would, over time, become the basis of a new strategic footing.

COPING WITH CATASTROPHE

At least initially, Goodwin Procter fared better than most firms. Liquidation cases provided a surge of business. Many arrived via Ballantine, the former partner who as under secretary of the treasury channeled complicated bankruptcy and equity receivership work to the firm. Unwinding Boston Continental Bank, for example, occupied several junior lawyers for years. “That kept us alive,” Dick Nichols later recounted. “We were small and had those

1929: U.S. stock market collapses, with U.S. securities losing \$26 billion. Edwin Hubble proposes theory that universe expands. **1930:** Nazis gain in elections. Britain, U.S., France, Italy and Japan sign naval disarmament treaty. Cyclotron developed. Pluto is discovered. **1931:** Al Capone sentenced to 11 years in prison for tax evasion. Scottsboro trial begins, exposing depth of Southern racism. *The Star-Spangled Banner* becomes official national anthem. **1932:** Amelia Earhart first woman to fly



Atlantic solo. Charles Lindbergh's baby son kidnapped and killed. Veterans march on Washington—most leave after Senate rejects payment of cash bonuses; others removed by troops under Douglas MacArthur. **1933:** Franklin D. Roosevelt takes office. Hitler appointed German chancellor. Prohibition is repealed. **1934:** Hitler becomes führer. USSR admitted to League of Nations. Mao Zedong begins Long March. **1935:** FDR opens second phase of New Deal in U.S., calling for social security, better housing, equitable taxation and farm assistance. Huey Long assassinated. Mussolini invades Ethiopia. **1936:** Germans occupy Rhineland. Italy annexes Ethiopia. Trotsky exiled to Mexico. Rome-Berlin Axis proclaimed. Spanish civil war and war between China and Japan begin. **1937:** Hitler repudiates war guilt clause of Versailles Treaty. Italy withdraws from League of Nations. Nazis bomb Guernica, Spain.

potboilers that kept us all there.” In fact, for a few years the firm was hard-pressed to keep pace with the work.

Just as the Depression reached its nadir in 1932, a second calamity struck closer to home when Joe Procter abruptly fell ill and died. Only 52, he had been a vigorous force within the firm, running the office and generating substantial business. “Procter,” said Goodwin in eulogizing his former partner, “carried over the shoals many an enterprise which under lesser driving power would have been shipwrecked”—including, presumably, their own law firm.

Cushing Goodhue stepped in to fill the internal vacuum, taking over day-to-day management of the firm. Patriotic and proper, he continued to insist on formal attire and strict hierarchical demarcations to keep the firm's junior lawyers in line.

Procter's death, on the other hand, loosened what had been a rigidly restricted partnership policy. Juniors hoping to eventually join the founders as full partners had been firmly disabused of the prospect. Procter's survivors,

however, including Goodwin, adopted a more open structure, creating conditions that would enable the cultivation of future generations of the firm.

And indeed, a new cohort of associates came in during these years that would one day lead Goodwin Procter. Dick Nichols and Don Hurley both arrived during the Depression era, as did Charlie Post. Hurley's entrance represented a particularly striking move, since it brought the first non-Yankee — an Irishman, no less — into the fold.

While the terms of partnership loosened, the name stabilized. For years the letterhead had been redrafted with each significant lateral move. When Fred Field left in 1929, however, the firm adopted a name — Goodwin, Procter & Hoar — that would endure for the next 72 years. What had begun as a roster was becoming a brand.

REFITTING AND REFINING

As Goodwin Procter made its way through turmoil and turnover, the outlines of a new firm began to form.



SETTING THE TONE

Cushing Goodhue, who became office manager in 1932 upon Joe Procter's death, was by all accounts a stylish dresser, and he set the tone at the firm. A man's head was *always* covered outdoors, for instance; one wore a boater in summer and a felt hat in winter.

Goodhue helped set the tone in other ways as well. He was thorough in the extreme in his own work, ran a tight ship and, recalled partner Charlie Post, was careful with a dollar.

"Cushing Goodhue, an elegant aristocrat, had one peculiarity," recounted Post. "Though he had a large North Shore estate and travelled well, he liked to save money on recurring items. Fish, for example. Since he knew that the nearby fish market dropped its prices the last half hour on Friday, he would dispatch the youngest lawyer at 4:45 to strike a bargain. For a while I held that distinction. So I would bring back the trophy, wrapped in the *Transcript*, and plop it on Goodhue's desk, on top of *Foreign Affairs*."



Charlie Post

Local circumstances demanded change. By the 1930s, the manufacturing that had girded the local economy was migrating south and the Port of Boston, long the area's economic mainstay, was also receding in significance.

At the same time, other economic sectors were coming to the fore. The financial management industry was developing innovative tools and technologies as Boston's money managers experimented with new ways of structuring wealth, conserving it and putting it to work. The American mutual fund industry took root in Boston in the late 1920s, with funds primarily structured — like early real estate trusts — in the form of Massachusetts business trusts. Other experiments included structuring real estate trusts.

Goodwin Procter helped play handmaiden, advisor and strategist to these new ventures.

Allan Higgins and Charlie Post's tax practice became a key resource as these trends formed. Their work on the tax implications of real estate trusts in particular began opening relationships

and building expertise that would become critically important for the firm.

SEEDS OF FUTURE GROWTH

Looking back years later, Charlie Post would describe the challenges of surviving the Depression in disarmingly deceptive, simple terms. “Mostly we were putting one foot ahead of another, getting each day’s work done,” Post said.

That may have captured the feel of things on the ground, but the firm’s work during the 1930s would be essential for future growth. As Goodwin Procter lawyers helped clients work through the implications of a surge of federal regulation brought on by the New Deal, and as they cultivated work among Boston’s burgeoning trust and money management industry, they began nurturing increasingly sophisticated skills and capabilities. They began learning how to handle highly complex financial transactions and instruments. And they began to get very good at the work. In coming decades, these early efforts would prove pivotal for the firm’s ability to diversify and pursue growth

“I had a roommate at law school, Stuart Orr, who used to refer clients to me. He sent me Perry Collins. The first company I ever formed, in 1934, was the R.P. Collins Corporation.

“Perry came into the office. He had a few thousand dollars, he was a nice guy, but I didn’t think he was going to conquer the world. He said he thought he needed a corporation, and he wasn’t sure what a corporation was. Stuart had told him to come over.

“I hadn’t been in the law business more than four or five years, and I wasn’t altogether clear myself.

But I made a corporation for him, and he took the



books and walked out the door.

I thought, ‘The next time I see him he’ll probably come in and ask me how you go into bankruptcy.’

“R.P. Collins turned out to be the world’s largest independent mohair dealer. He managed the wool business in Boston for a long time. Perry had many friends. He sent them all to me for their corporate work.”



Dick Nichols

opportunities in many industries.

With the New Deal came Social Security and, soon thereafter, the question of who was an employer and who was self-employed. When the question involved the big bands of the ’30s and the hotels they played in, the answer wasn’t entirely clear. Hired to look into the matter by Ernest Henderson and Robert Moore, who owned the Copley Plaza Hotel, Post worked out clear-cut guidelines that adjusted the financial burdens to the satisfaction of both parties.

Henderson and Moore controlled between two and three dozen corporations. “One day,” Post recounted, “while waiting to discuss a relatively minor problem, I overheard a telephone conversation in which Henderson agreed to buy a hotel in St. Louis or the like. From what I overheard, it occurred to me there was a better way to do it. I said, ‘Would you like to save \$100,000 on that deal?’ I had their attention.”

This led to additional work for the Copley Plaza, whose owners would eventually form the Sheraton Corporation. Post and the firm would go on to

THE NEW DEAL

The Depression years proved pivotal for the firm's future diversification and growth. The changing landscape in both Boston and Washington had a great deal to do with it.

The proliferation of federal agencies and their regulations and rulings during the Depression years gave rise to a growing need for legal expertise that could negotiate the terrain.

Washington became a regular destination for the firm's lawyers as they came to deal with a bevy of important new issues related to taxation, Social Security, and analysis of corporate earnings and profits, as well as the various trust and estate implications.

All of these proved to be significant sources of new business for the firm, both during the 1930s and beyond.



"We had numerous conferences in Washington with Mangelier, the Treasury expert on earnings and profits. He was a large, curly-haired type with thick glasses and a bark that was worse than his bite. As I got to know him and my computations gained credibility, I came to be the man to get rulings on real estate trust dividends. And then mutual fund tax rulings. And then other entities."



Charlie Post



THE COPLEY PLAZA

The hotel's owners, Ernest Henderson and Robert Moore, became longtime clients of Goodwin Procter.

At the heart of the work were the corporate acquisitions, reorganizations and liquidations the firm handled for the conglomerate that Henderson and Moore later simplified and renamed the Sheraton Corporation of America.

BEYOND THE BOTTOM LINE

Over the years, alongside its clients and cases, Goodwin Procter has cultivated a tradition of undertaking matters involving public service and public policy.

The firm's founders had shown the way and, in the Depression years, several episodes extended and deepened that commitment, drawing the firm into public investigations of corruption and malfeasance, as well as cases with constitutional overtones.



The Great Hurricane of 1938 struck September 21 and swept inland through New England, killing nearly 800 people and destroying more than 57,000 homes.

In the wake of the devastation, Massachusetts issued emergency funding. Much of it, however, was seemingly diverted to projects that had little or nothing to do with the storm's damage.

At one institution, the athletic field had been graded

and fenced and a grandstand erected, although there had been neither a fence nor a grandstand at the school before the storm. At a college, an underground tunnel connecting two buildings had been constructed.

Myriad examples abounded. The public demanded an accounting, and Col. Goodwin and Frank Wallis helped lead an investigation and litigation that exposed corrupt officials and saved the state some \$20 million.

In 1940, two children from the small western Massachusetts town of Miller's Falls were sent home from school because of their refusal as Jehovah's Witnesses to recite the Pledge of Allegiance.

The district attorney was reluctant to prosecute for truancy but felt compelled to do so by his reading of the law. The judge sentenced the children to reform school.

Former firm partner and Harvard Law professor George Gardner and Charlie



Post were asked to appeal the case and each prepared separate briefs, as did the children's lawyer. Gardner focused on the constitutional issue, Post zeroed in on the truancy statute and the children's lawyer relied on the Bible. Gardner and Post refused to put their names on the lawyer's brief and were subsequently fired.

They submitted their briefs as a "friend of the court," however, and the state's high court ruled that the children were not truants, obviating the need to consider the constitutional and biblical issues.



Raymond Patriarca

When the Massachusetts governor pardoned New England Mafia boss Raymond Patriarca in 1938, the resulting public furor led the legislature to establish a commission to investigate the state's pardon and parole procedures.

Sam Hoar, with Don Hurley as his lieutenant, headed the commission, whose resulting investigation led to reform of the pardon laws and impeachment of a member of the Governor's Council.

More than 70 years later, the Commonwealth would once again call on Goodwin Procter lawyers to examine alleged corruption in the state's parole office.

play a formative role in the expansion of Sheraton Hotels from a small, informal organization into a national enterprise.

MUTUAL FUNDS AND A MADHOUSE

The mutual fund industry opened doors as well. Keystone Custodian Funds, one of the pioneering mutual fund management companies, faced serious structural issues with the advent of the Investment Company Act of 1940. Like other regulated investment companies, it managed funds that operated in trust form but, uniquely, without individual trustees. The trustee of each fund was Keystone, a Delaware corporation.

Various unfamiliar aspects of the mutual fund industry required resourceful financial and legal structuring. In time, Charlie Post became a Keystone director, and through this involvement, Goodwin Procter continued to play an instrumental role in the company's life for several decades. Keystone was the first fund management company, for example, to be hit by the tax on unreasonable accumulation of surplus.



Dick Nichols



Don Hurley



Charlie Post

Dick Nichols, Don Hurley and Charlie Post would dominate the partnership for more than a quarter century.

They led the firm, generating significant business and building Goodwin Procter's reputation through their respective work in the corporate, banking and tax realms.

The solution was to have the management company adopt a dividend policy for itself, as well as for its funds. Eventually, a strategy of retaining shares of voting common stock and selling a large block of non-voting common stock to the public was implemented.

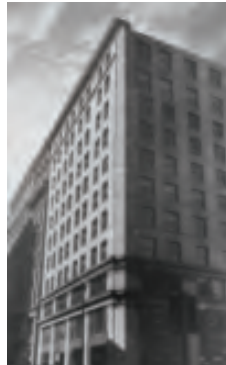
But that was later.

In November 1941, Post was preparing a document to submit to regulatory authorities concerning the tax status of the individual Keystone funds. He needed the signature of Harvey Bundy, a trustee who also happened to be special assistant to the secretary of war. Post set up an appointment for December 10.

It proved to be a busy week in Washington. The appointment was cancelled. When he got down to see Bundy a few weeks later, the world had been turned upside down. Winston Churchill was also on Bundy's calendar that day. Post recorded finding a War Department that was "a combination of a madhouse, plan making, Anglo-American good will and Christmas cheer." The United States had just entered World War II.

GOODWIN PROCTER AT 25

1937 marked the firm's first quarter century, and while much had happened by then, the big changes were yet to come. It was still a smallish firm that embraced the idea of a very limited number of partners, and office life was in many ways much the same as it had been in 1912. Until his death, the smell of Joe Procter's pipe tobacco in those halls had never failed to instill both trepidation and confidence.



Goodwin Procter began by renting space in the India Building, a fixture of an older Boston. The firm stayed there for all of its first 25 years.

MAKING COPIES

involved the use of the letter press. It functioned like the duck presses in the elegant restaurants of the day and was standard technology for reproducing correspondence.



The secretary typed the original letter in a special purple ink, and then moistened the paper with a cloth. A thin tissue sheet was placed over the original and the two were pressed together by tightening a large dial or wheel. If the operator applied too much moisture, the letters were apt to be sent out quite damp.

In spite of the miserable, splotchy copies, the letter press was favored by law offices up until the Second World War, because it also reproduced the signatures.

THE FILING SYSTEM

was equally cumbersome.

The papers on any one matter were folded in half and placed in a thin manila wrapper bearing the hand-written title of the case at the top. When the file became bulky, it was tied with deep pink linen tape,



hence the term "red tape." These packets were stored upright in portable metal holders whose sides slanted toward the front so that the titles could be easily read. They were stored on shelves in the vault and delivered upon request to the work tables in each lawyer's office.

A DISTASTEFUL SPECTER

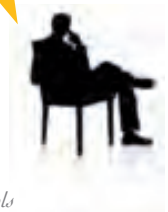
of suspended gentlemen working in shirtsleeves was avoided by having associates (or "juniors") toil in starched white linen work jackets. This practice also served to save wear and tear on their suitcoats.

"WHEN I APPLIED FOR A JOB

with Goodwin, Procter, Field & Hoar, as it was called in the fall of 1928," recalled Dick Nichols, who retired from the firm in 1975, "it was a little firm of eight members with a big reputation.

"I talked with Mr. Procter, who was a big man with a big reputation. Mr. Procter was a corporation lawyer in his prime. He was a member of the Harvard Class of 1901, and in his second year at Harvard Law School, he became a member of Harvard Law Review. He was smart, and tough, and he frightened me.

"He said the office ran six days a week and several nights. The pay was \$1,500 per annum (about 50 cents an hour). If I didn't get fired, there would be a raise of \$500 per year until I reached \$4,000, after which I would be terminated! The general policy was to have very few partners. In fact, by the time I started working in 1929, there were only five partners, and the firm had been in existence 17 years."



Dick Nichols

“EARLY ON I WORKED ON THE BILLBOARD CRUSADE,”

begins Leonard Wheeler’s work impression. “We went around taking pictures of billboards to show how they obstructed views of intersections and how people committed crimes behind them. We spent a lot of time doing that, and then reading and writing briefs.

“Mr. Gardner, who was a rather good arguer, had some theories, rather advanced for the time, and we took those on. He was a Harvard Law School professor who had been at the firm earlier for several years.

“Miss Leary was his secretary. She’d sit patiently while he looked out the window — working out his briefs in his mind — and then he would dictate the entire thing, commas, periods and all.

“Cushing Goodhue worked in a completely different way. He would start by writing down anything, just to get something going, and then make a number of revisions. In their different ways, they were both very good men.”

“Mr. Goodwin would take on many cases, as many as eight or nine. He made it plain that he enjoyed bearing laughter around the office. The Colonel was most helpful.

“I was afraid of Mr. Procter. Everyone was afraid of him. He would walk up and down the corridors looking to see if you were doing something you shouldn’t be doing.

“Even the slightest whiff of pipe tobacco was sufficient to inspire any junior’s undivided attention to the work at hand.”



“TEACHING BY PRECEPT AND EXAMPLE

was Fred Field’s way,” Frank Wallis remembered. “He derived satisfaction from it. His own pleadings, briefs and findings were thorough, carefully thought out and polished. Juniors more than once found him meticulously checking citations on memoranda or briefs they submitted to him, or combing the library for authorities that he suspected might have eluded his less-experienced colleagues.

“Judge Field was one of the tax pioneers of the country. He handled many big cases during his tenure at Goodwin, Procter, Field & Hoar — among others, for AT&T and the Employers Liability Assurance Company.

“Field was a very gentle, kindly man, a teetotaler and president of the foreign missions of the Baptist Church. One evening during Prohibition, he happened in on me and another junior as we were enjoying a little bootleg whiskey. He politely refused an offer to join us. Instead, he invited us for dinner at the Parker House, an invitation most gratefully accepted *and* thoroughly enjoyed.”



“The day I took my first bad beating from a Suffolk County jury, I was sitting at my desk feeling very dejected when the Colonel came in.

“He offered me a cigarette and he said, ‘I hear you took a walloping from the jury, Frank. Just remember — a lawyer who wins all his cases has no courage.’”



Leonard Wheeler



Frank Wallis

CHAPTER 5

WAR TRIALS

A

s the nation lurched and labored toward economic recovery, war clouds were again gathering over Europe. Strong domestic support for isolationism vanished when the Japanese attacked Pearl Harbor on December 7, 1941 — “a date,” President Roosevelt declared, “which will live in



NUREMBERG

Partners Leonard Wheeler and Frank Wallis played instrumental roles in the historic Nuremberg Trials following World War II. While this was certainly the firm's most conspicuous contribution to the war effort, fully eight of the 15 partners and associates served in the military.

infamy.”

World War II didn't have the same drastic impact on the firm as its predecessor. None of the three senior partners reentered military service —

Leonard Wheeler (at the podium) and Frank Wallis (not shown) presented much of the Americans' part of the case against the Nazis at Nuremberg.

Wallis clearly felt the moment. "It was a most amazing and thrilling experience," he recorded. He felt he was "speaking to the world — not only the world of today but the world of future generations."



Goodwin and Cushing Goodhue were in their 60s at this point, and Hoar was close to 55. Younger partners and associates did take leaves to serve and joined, among other groups, the Naval Judge Advocate's Office, U.S. Naval Intelligence, Admiral Chester Nimitz's operations staff and Admiral William "Bull" Halsey's air combat intelligence staff. From an office of 15 lawyers (10 partners and five associates) in 1940, the firm shrunk to only seven partners.

A few temporary hands were hired to plug gaps and help keep the business going. They and the partners in Boston worked hard to sustain the practice, filling in wherever needed and taking on unfamiliar work when necessary. Trial lawyers closed real estate transactions, tax specialists drafted wills, associates took on work normally reserved for partners and partners handled tasks normally doled out to associates.

NUREMBERG

In the field, meanwhile, Goodwin Procter people lent vital assistance to



PERSONAL OBSERVATIONS

"I propose to tell you some of the things I personally observed," wrote Frank Wallis after the conclusion of the Nuremberg Trials.

"I spent many hours interrogating these men, and after the trial began I spent days observing their reactions in the prisoner dock as the story of their infamous deeds was portrayed to the court.

"What manner of men were these Nazi leaders who attempted to seize and master the world and were stopped only at the cost of millions of lives?"

Some of Wallis' observations can be found on the page opposite.

the war effort. Charlie Post helped plan air force bombing runs in the South Pacific (and earned a Bronze Star in the process). Partner Joe Knowles helped administer the provisional government in liberated France. The firm's most conspicuous contributions came in Germany after the war, however, when partners Leonard Wheeler and Frank Wallis played instrumental roles in the historic Nuremberg Trials.

Wallis began his war duty in the legal division of the Army Surgeon General's Corps, and Wheeler in a similar capacity in the Signal Corps. With Germany defeated, however, new orders arrived. Allied objectives turned to the knotty question of how to deal with German political and military leaders — and, more specifically, how to hold surviving high-ranking Nazis accountable as occupation exposed the horrors of the Holocaust.

In June 1945, Wallis received orders assigning him to the staff of U.S. Supreme Court Justice Robert Jackson, U.S. chief prosecutor of Axis Criminality. Flying to London to gather

HERMANN GOERING

Hermann Goering was the highest-ranking Nazi to survive the war. He commanded the German Luftwaffe and for many years served as one of Hitler's most trusted lieutenants. As Wallis recorded it:

"Goering was a huge fat man who gave every appearance of indulgence and high living. He had no morals. He was a super gangster — a super Al Capone. Unlike many of the other Nazi leaders, his attitude was, 'I did these things, so what?'



"In my opinion, he was not a sincere believer in Nazi ideology. The Nazi Party was merely an opportunity for power. I once asked Goering if he had ever read *Mein Kampf*, which sets out Nazi ideology. 'It's a lot of bunk, isn't it?' he replied.

"In the Munich Beer Hall Putsch in 1923, Goering was wounded. He escaped to Sweden. It was in this period that he started taking morphine, and from then on until 1945, when American doctors completely shut him off, he was a constant user.

"Without question Goer-

ing was the world's number-one showoff. He loved to strut in his field marshal's uniform with his many medals and his diamond swagger stick. One episode in particular clearly illustrated his desire to steal the headlines. Goering had been given a sentence of death by hanging. Long prior to his capture, some thought he had caused a capsule of cyanide to be inserted beneath one of the many folds of his stomach. He chose the most dramatic moment, when he knew that



his suicide would steal headlines and surpass the hangings of the other defendants. Just a few minutes before

he was to take the final walk to the gallows, lying on a cot in his cell, with a blanket over him and a GI shining a light through the door and watching constantly, by use of his fingernails he tore open his skin, obtained the capsule and cheated the gallows."

JOACHIM VON RIBBENTROP

Where Goering was flamboyant and Hess theatrical, Joachim von Ribbentrop, Hitler's foreign minister, was desperate to evade judgment. Wallis was unsparing in his disgust for the man, calling him "as completely a yellow, whining rat as I ever expect to have contact with. When

RUDOLF HESS

Tall, gaunt, flashing "the fiery eyes of a zealot," Rudolph Hess had flown secretly to England toward the beginning of the war to try to negotiate a cease fire



with the British — and fell

into a trap laid by Allied intelligence. Brought to Nuremberg after Germany's defeat, Hess claimed to be suffering from a mental breakdown and to remember nothing of the war *or*, on any given day, of anything at all that had occurred more than 10 days previously.

As Wallis told the story:

"Hess' counsel appointed a board of eminent psychiatrists to conduct an examination. We used every imaginable trick to have Hess tell us something which he had told us 11 days or two weeks

previously. Never once were we successful. Eventually the psychiatrists rendered their findings and it was unanimous: Hess had lost his memory and could not remember anything beyond 10 days.

"Hess' counsel pressed for dismissal. A date for a hearing was set. The court assembled. Suddenly Hess stood up in

the prisoners' box, clicked his heels together, came to rigid attention and held it until every eye was on him. With great deliberateness he read a statement that said in substance that his loss of memory was all an act!

"We found out that Hess had read a novel, a story about a man who had performed the same act. It is that book which undoubtedly gave him the idea.

"As to *why*, I have no certain knowledge. But it is my opinion that Hess was a sincere believer in Nazi ideology, and by continuing the act, he would have foregone the opportunity of defending it."



he was first captured, he demanded that he be taken immediately to Churchill. When this request was not granted, he

prepared a lengthy document for immediate delivery to Churchill. The document afforded us considerable amusement. Its theme was that all those years he had been working for the interests of Britain, and that now at last he could come out in the open, and when would Churchill put him on the payroll?"

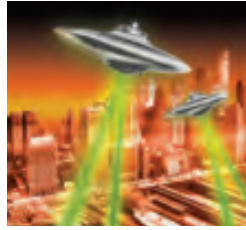


Frank Wallis

preliminary evidence, he was delighted to discover that his fellow partner Leonard Wheeler was in charge of war-time intelligence gathering at Nuremberg and was his immediate superior officer.

The reunited partners, along with a small, dedicated team of other lawyers, plunged into their work, combing through caches of captured German documents, interrogating prisoners of war and devising procedures for carrying out the trials.

The undertaking was extremely delicate. American, British, French and Russian representatives would all be participating in the trials — each nation bringing its own legal procedures and political agendas to the courtroom. As Wallis observed in a diary he kept of those momentous months, the process they devised was “a compromise of the divergent views of the four powers, inasmuch as continental jurisprudence and procedures of trial are quite different from Anglo-American.” At times Wallis vented intense frustration with the byzantine and often Machiavellian negotiations that ensued. Eventually



1938: Orson Welles broadcasts *War of the Worlds* to widespread panic one month after Hitler marches into Austria.

1939: Germany invades Poland. Einstein writes FDR about feasibility of atomic bomb. *Gone With the Wind* premieres.

1940: Hitler invades Norway, Denmark, the Low Countries and France. Churchill becomes prime minister. **1941:** Roosevelt signs Lend-Lease Act. Germany attacks the Balkans and Russia. Pearl Harbor brings U.S. into World War II; Manhattan Project begins.

1942: Nazi leaders meet to coordinate the “Final Solution.” Enrico Fermi achieves nuclear chain reaction. **1943:** FDR freezes prices, salaries, wages as anti-inflation measure. First income tax withholding introduced.

1944: Allies invade Normandy. International Monetary Fund and World Bank created. Battle of the Bulge. **1945:** Yalta Conference. FDR dies on April 12. Hitler commits suicide on April 30 and Germany surrenders the following week. Atomic bombs dropped on Hiroshima and Nagasaki in August; Japan surrenders.



compromises were struck and a charter for the trials was drawn up — making “a real step ahead in international law,” Wallis believed.

The trials themselves were dramatic and historic. Wallis, who presented much of the Americans’ part of the case against the Nazis, was clearly moved. “It was a most amazing and thrilling experience for me to participate in this International Four Power Conference,” he recorded, “representing the U.S. and knowing that I was participating in making history.” He was “speaking to the world,” Wallis knew, “not only the world of today but the world of future generations.”

CHAPTER 6

NEW BUSINESS

O

nce again, with a world war winding down, partners and associates reassembled at 84 State Street.

But post-war practice would not be business as usual. The firm was reaching a generational turning point. During the war, Col. Goodwin began to withdraw from day-to-day practice.

Cushing Goodhue also pulled back and was semi-retired by the late 1940s. Then, in 1952, Sam Hoar suddenly died. Separately, these events were significant. Together, they represented the end of an era.

POST-WAR PRACTICE

The war's end brought a new world. The firm's leadership changed suddenly. The fabric of American business did as well.

The Depression was over and business was vigorous. New forms of industry based on R&D and new technologies took root and an era of acquisitions dawned. Goodwin Procter's new leadership proved to be in tune with the opportunities provided by a new, expansive corporate world.



A strong entrepreneurial strain permeated the economic landscape after the war, and Goodwin Procter's growing expertise was quickly put into service.

At times this new business drew the firm far afield, as in the case of National Research Company in Florida. At other times, as with Wang Laboratories and Al Capp, the firm found work right at home in Boston.



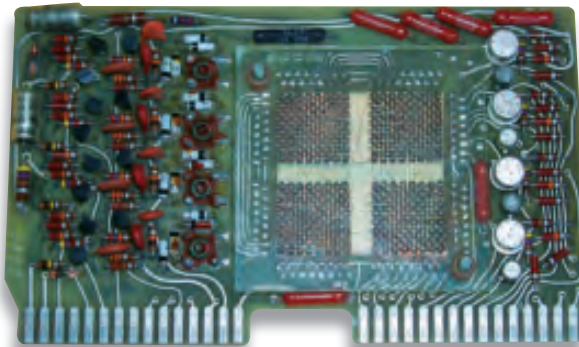
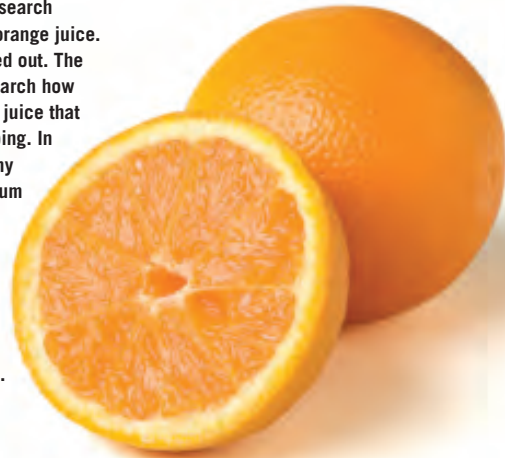
Dick Morse

MINUTE MAID

Minute Maid and concentrated orange juice came out of the war effort when the U.S. Army hired the National Research Company to develop powdered orange juice.

That effort never quite panned out. The venture did teach National Research how to process concentrated orange juice that froze for easy storage and shipping. In the wake of the war, the company set up a factory in Florida, Vacuum Foods, to produce Minute Maid for American supermarkets and kitchens.

Goodwin Procter helped Dick Morse, the founder of National Research, issue stock and take his new venture public.



WANG LABORATORIES



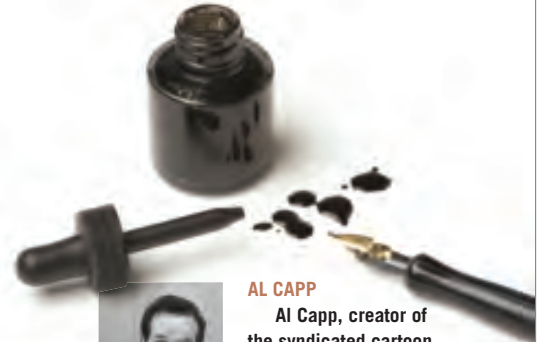
Dr. An Wang

One of the firm's most prominent clients, Wang Laboratories, arrived via referral in 1955 when Fish, Richardson & Neave, the patent attorneys upstairs, passed along a young Dr. An Wang, an engineer and small entrepreneur, to Dick Nichols.

Nichols, in turn, sent Wang to Charles Goodhue, a Goodwin Procter associate, saying, "Charlie, Fish and Richardson sent this man down here who has built something, and I really don't have time to fuss with him."

That "something" was a small lab which specialized in magnetic storage technologies and was beginning to make digital calculators and counters. It would become one of the most important and successful computer companies of the 20th century.

Goodwin Procter helped Dr. Wang structure incorporation in a way that would safeguard his personal finances. It was the beginning of a productive, decades-long relationship.



Al Capp

AL CAPP

Al Capp, creator of the syndicated cartoon "Li'l Abner," was one of the best-known cartoonists in the country in 1946 when he came to Goodwin Procter looking for tax advice.

A long-term relationship ensued, with the firm helping Capp revise his syndication contract, negotiate collateral licensing rights for comic books, plays, music and other media presentations of "Li'l Abner," and handle copyright, trademark and other IP issues.

BUILDING THE CORPORATE PRACTICE

The firm was still a small, tightly cohesive office. Eleven partners, as many associates, and 18 staff employees made up Goodwin Procter in 1951 — numbers that held steady through the early 1950s.

Among the rising generation, Dick Nichols, who joined the firm in 1929 and became a partner in 1937, played an increasingly prominent role. Finding his footing within the firm during the war years, Nichols realized he was fascinated by business. Goodwin Procter had done some corporate work when Nichols arrived, though nothing that amounted to an established practice. Nichols saw potential and began building up “the corporate side.”

His timing was fortuitous. In the wake of World War II, while an earlier generation of industry was migrating out of New England, new forms of industry were taking root — companies making sophisticated materials and more technologically complex industrial products driven by research and development capabilities.

WAITING FOR THE WANG IPO

Undoubtedly, the most dramatic moment of Goodwin Procter's long association with Wang Laboratories came 12 years after their impromptu introduction in the halls at 84 State Street.

On August 23, 1967, Dr. Wang and Charlie Goodhue received the SEC's confirming telegram in Goodhue's office that stock could be sold.



The approval had not been quickly forthcoming. Things moved remarkably faster, however, after Goodhue got the idea to take a salesman and a calculator down to Washington to demonstrate just exactly what it was that the S-1 prospectus described.

The initial public offering price was \$12.50. The first shares traded that day at \$38. By the close that first afternoon, the price was \$40.50.

And Dr. Wang, always both practical and philanthropic at his core, had set aside 20,423 shares for his employees — at \$4.17 a share.

The Norton Company, based in Worcester, Mass., typified the new opportunities for enterprise. Founded in the 1800s as a family-owned pottery works, it had evolved by the 1930s into a specialized company making abrasives and grinding wheels. This relatively minor field became a major industry as it transformed from making tools that smoothed rough edges into manufacturing precision instruments vital to automotive, aerospace and other industries.

By the 1950s, Norton was making acquisitions, moving into new fields of R&D and setting up plants and businesses around the world. Goodwin Procter worked closely with Norton on many of these ventures, helping the company — still family-controlled into the 1970s — through corporate, tax, regulatory, and strategic challenges and opportunities.

Nichols and his Goodwin Procter colleagues formed relationships with numerous other companies undergoing similar transformations. Wang Laboratories and National Research Company were two. The Foxboro Company (the firm's first NYSE-listed client), which

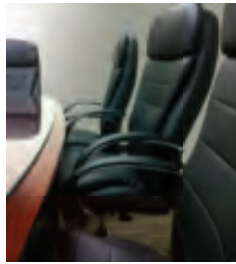
manufactured industrial controls, became another, as did Barry Controls, The Wright Line, New England Merchants Bank and Houghton Mifflin.

GOOD BUSINESS SENSE

Under Nichols' leadership, the corporate practice soon joined the firm's tax, trust and probate work as a business mainstay. In fact, Nichols became so important that by the late-1950s Goodwin Procter took out a life insurance policy on him worth several million dollars, naming the firm as beneficiary.

Nichols (who fortunately enjoyed a long career) was particularly well-suited to the work. "Richard was full of energy and ambition," his wife, Ruth Killian Nichols, remembered. "Perhaps one could even call him a workaholic." As one of his colleagues put it, Nichols "could express things in simple ways that his clients could understand and be persuaded by. He had a good business sense and a sense of the jugular, of what was important."

These traits made Nichols an invaluable resource. He worked closely at the highest level with his clients,



INVITED INTO THE BOARDROOM

Dick Nichols made corporate directorships his bread and butter:

"In almost every case I was quickly put on the executive committee, which decides most of the things in those companies," he related later.

"It gave me a chance to work very closely with the executive officer. I liked to feel that I had an impact on company decisions, that I was contributing to things.

"I always did my homework. I would lug agendas with me wherever I went. It was the only way to do it, but I enjoyed every bit."



Dick Nichols

offering input that went beyond legal advice — input that amounted to strategic counsel as his clients grew. As a consequence, he was invited into many boardrooms. Over the course of his career, Nichols served on nearly 50 boards; at one point he served on as many as 27 simultaneously.

Involvement of this sort stretched Nichols' time and responsibilities. He learned to limit his board memberships to those within reach. "I had a rule," he recounted. "I would not serve on a board whose meetings I could not drive to and return the same day."

Board membership was never a token affair for Nichols. Engagement at this level and the breadth of the firm's burgeoning corporate practice wove Goodwin Procter's presence into the fabric of post-war Boston and New England. Much as the founders had meshed an earlier generation of the firm into a maritime, financial and early industrial economy, Nichols, along with peers Don Hurley, Charlie Post and other colleagues, were guiding the mid-century firm along a new economic landscape.

CHAPTER 7

BANKING AND BUILDING

W

hile Nichols and his colleagues built up the firm's corporate practice, Don Hurley's work at the nexus of banking and civic leadership would prove equally significant for Goodwin Procter.

This work began taking shape in the late 1940s and grew substantially over the 1950s, carving out a leadership position for the firm that centered in Boston and radiated outward across the region. The firm's burgeoning legal skills played

an important role, but above all, it was Hurley himself—the force of his personality and the sheer drive he brought



Don Hurley sought to bring both his name and the firm's into the public arena.

He became a director of the Boston Safe Deposit and Trust Company and served on Boston's Committee of 100. His membership in the prestigious Lowell Institute was highly prized.

Hurley was a strong player in the awakening of post-war development in Boston as well, and served a term as president of the Greater Boston Chamber of Commerce from 1954–55.

Mayor John Hynes even appointed Hurley to head the festivities for Boston's 325th anniversary. It culminated in a gigantic bean supper on the Common.

to his projects — that established Goodwin Procter among Boston's financial elite.

OUT OF THE FRYING PAN

Hurley had joined the firm in 1931 and made partner in 1939. By the 1950s, his distinctive approach to business development was coming to the fore. "He loved to take big cases, loved to do big things," a colleague related. And he labored constantly, determinedly, obsessively on behalf of his clients. Hurley "worked night and day," fellow partner George Butterworth related. "Every moment of the day, his mind was thinking of one thing: serving his clients."

A flair for grand gestures accompanied the rigorous effort. One story goes that when Hurley traveled to New York to attend board meetings at the Chemical Bank of New York, he would arrange to receive calls interrupting the meeting. "He would say, 'I'm sorry, but I have an important call from Pakistan,'" a Goodwin partner recounted.

Hurley created a similar effect during his 25th year Harvard reunion when he arranged for a helicopter to



Don Hurley was a pioneer as was his wife Miriam, who attended Radcliffe and was a leader in the Boston chapter of the League of Women Voters as a young woman.

Both of them were barrier breakers. Up until WWII, the Boston Brahmins reigned apart. The Hurleys moved into the breach between the Yankees and the Irish.

Their participation in the life and institutions of Boston broke many traditional molds.

whisk him away for an early, ostentatious exit. That stunt got Hurley's photo in the Harvard alumni magazine.

INTO THE VAULT

Hurley's gift for showmanship certainly helped sustain an aura of importance around the man. Much more was at work, though. Another critical ingredient of his approach was a relentless search for ways of getting things done. When traditional interpretations and approaches failed his clients, Hurley looked for inventive solutions. "Don was a brilliant strategist," Butterworth recalled. "People would say, 'You can't do that, it's illegal.' He'd say, 'We're going to do this. You find a way to do it.' That was his approach. He would make the law do what he wanted to do."

The crowning example of his resourcefulness came in 1963, when Hurley and his Goodwin Procter colleagues helped engineer the single-bank holding company exemption.

The Boston Safe Deposit and Trust Company, a client of Hurley, had

Don Hurley's relatively quiet first years with the firm belied the heights to which his star would later rise. A veritable persona developed with his return from WWII. The firm, the city and the Commonwealth were his center stage.

HURLEY'S WORK

By the 1960s, Goodwin Procter had earned a national reputation in the banking and financial world, and it was largely on the back of Don Hurley's practice.

Regularly in the company of governors and mayors, bankers and boosters, Hurley would gain widespread recognition for two particular achievements.

The first was his 1953 blueprint for the Commonwealth's version of the Small Business Development Corporation, chartered as the Massachusetts Business Development Corporation.

A decade later, federal legislation in the form of the single-bank holding company exemption was conceived, drafted and passed with Hurley directing the entire process. It was one of the crowning achievements of his career.



THE PRU

It was an enormous entrepreneurial spirit that had created new land in the last half of the 19th century, when trains ran six days a week, 24 hours a day for 40 years, carting away the Needham Hills to create Boston's Back Bay.

That effort had slumbered for fully half a century. But when Mayors John Hynes and John Collins led the successful effort to transform the Back Bay train yards into the new Prudential Center, Don Hurley was on the scene throughout.

It was a monumental task. For years seagulls rested on the tides that rose and fell in the tower's excavation while the complex financing, zoning and tax incentives required to make the project a reality were ironed out. When the Pru finally opened in 1965, it was the first major new office space built in Boston in four decades.

The Prudential branch of Goodwin Procter opened on the tower's top office floor.



ONE HELLUVAN IMPORTANT GUY

Don Hurley had an undeniable flair for the dramatic. George Butterworth recalled Hurley's 25th reunion at Harvard:

"I remember the first month I was here, I got my Harvard alumni magazine and inside the frontispiece, there was a picture. This picture was of a Harvard alumni gathering in Puget Sound and the caption of the picture



was, 'Helicopter leaves Harvard Alumni Association bearing Don Hurley away for more pressing business,' or something like that.

"Lawyers aren't allowed to advertise but, in effect, Hurley had an ad in the Harvard alumni magazine. He had sent a message to every Harvard alumnus that he is one helluvan important guy who gets to meetings like that. Don was a master at this."



George Butterworth

been looking for relief from rigorous federal restrictions on commercial banks. Hurley attacked the problem single-mindedly, playing an instrumental role in conceiving, drafting and securing passage of an exemption for parent companies holding single banks along with non-banking subsidiaries.

This seminal innovation, enacted in a 1963 amendment to the federal Bank Holding Company Act, cemented Hurley's position both within Boston's financial circle and beyond, becoming the basis for significant legal advising for Goodwin through the 1960s.

By this time, Hurley had also joined a select, informal gathering of Boston's financial powers that met regularly in an old bank vault at 225 Franklin Street — a meeting ground that gave the group its powerfully evocative and somewhat mysterious name: The Vault. As one of only two lawyers invited into this sanctum, Hurley joined the 10 or so heads of Boston's largest banks and insurance companies to weigh in on civic matters and public affairs issues.

THE MATURITY FACTOR

"One day a few months after our arrival, three of us were engaged in a feet-on-the-desk bull session in my office when all of a sudden there was a 'Hhrumpf' at the door. We swung around to see Mr. Hurley.

"We put our feet where they belonged as he stared for a few seconds at one and then another of us.

"Finally, making up his mind, his eyes came back to me and he said, 'Bill, could we talk in my office, please?'



"When we got there he confessed to having a conflict at two o'clock. 'You hop in a cab and go see Colonel Hall at Chas. T. Main.'

"When I protested that I knew *nothing* about Chas. T. Main, its president Colonel Hall or the subject matter of the meeting, he said, 'Don't worry. Just listen to the Colonel, take lots of notes and look mature.'

"It seems that our relative '*look mature*' factor was what Don had been ascertaining as he stared at us. It was my premature gray hair that had won me the nod."



Bill King

NETWORKING . . .

Along with his growing stature in the banking and financial sphere, Hurley also pursued political connections and state-level business development.

In 1953, he helped draw up the blueprint for the Massachusetts Business Development Corporation, designed to function on the state level much as the Small Business Development Association did on the federal level — that is, by soliciting capital from insurance companies and banks to channel through development loans into small and mid-sized business ventures. The MBDC granted five percent, five-year loans exempt from state taxes to small businesses rated too risky for normal institutional investment.

Hurley served as counsel and later president of the corporation. His involvement generated a stream of business for Goodwin Procter as the firm stepped in to draft loan agreements, guide grant recipients through the process and, when necessary, execute bankruptcy arrangements.

... AND DEVELOPMENT

Hurley also delved into local Boston politics and building. He served as president of the city's Chamber of Commerce (1954–55) and became an influential advisor to John Collins, Boston's mayor from 1960–68.

These efforts elevated Goodwin Procter's profile in the city to new heights. They also connected Hurley to many of the development efforts that dramatically reconfigured Boston in the 1950s and 1960s.

Most prominently, Hurley played an instrumental role in the financial and legal arrangements behind the Prudential Center, a massive development project that erected the first skyscraper built in Boston since the 1920s.

Not coincidentally, New England Merchants National Bank and United Fruit (both Dick Nichols' clients) would agree to establish their corporate headquarters in the building — and Nichols would arrange to move a small group of Goodwin Procter attorneys into the office tower as well.

With Hurley emerging as a finan-



'TWAS THE NIGHT BEFORE CHRISTMAS

"It was 1962, the second Christmas I was an associate. A buyout was being done for somebody out in Holyoke. The papers had to be signed on Christmas Eve. A lawyer was needed and I was asked if I could go. The papers would be ready at 11 am. I could be back by 3 pm. I said okay.

"Well, Don Hurley fussed and fussed as he often did and I set out on Christmas Eve about 7 pm. I got the papers signed and got home around midnight. My wife Natalie was not very happy.

"On Christmas Day, Natalie answers the phone. It's Don Hurley. 'Obbbb!' she says. When I took the phone, he confided, 'I have the same problem at home, Bill. Christmas Eve was my wife's birthday, and we were to have dinner at the Sudbury Inn. When we got there, they'd just stopped serving. We saw the table but we couldn't eat.'

"Don never forgot that 'Obbbb.' You know, he was apologizing for that until the day he died."



Bill Gorham

cial player in Boston and Nichols rising to prominence as a corporate lawyer, Goodwin partners Allan Higgins and Charlie Post were working with lawmakers in Washington, D.C. to develop legislation that would establish REITs (real estate investment trusts) and help stimulate real estate development across the country.

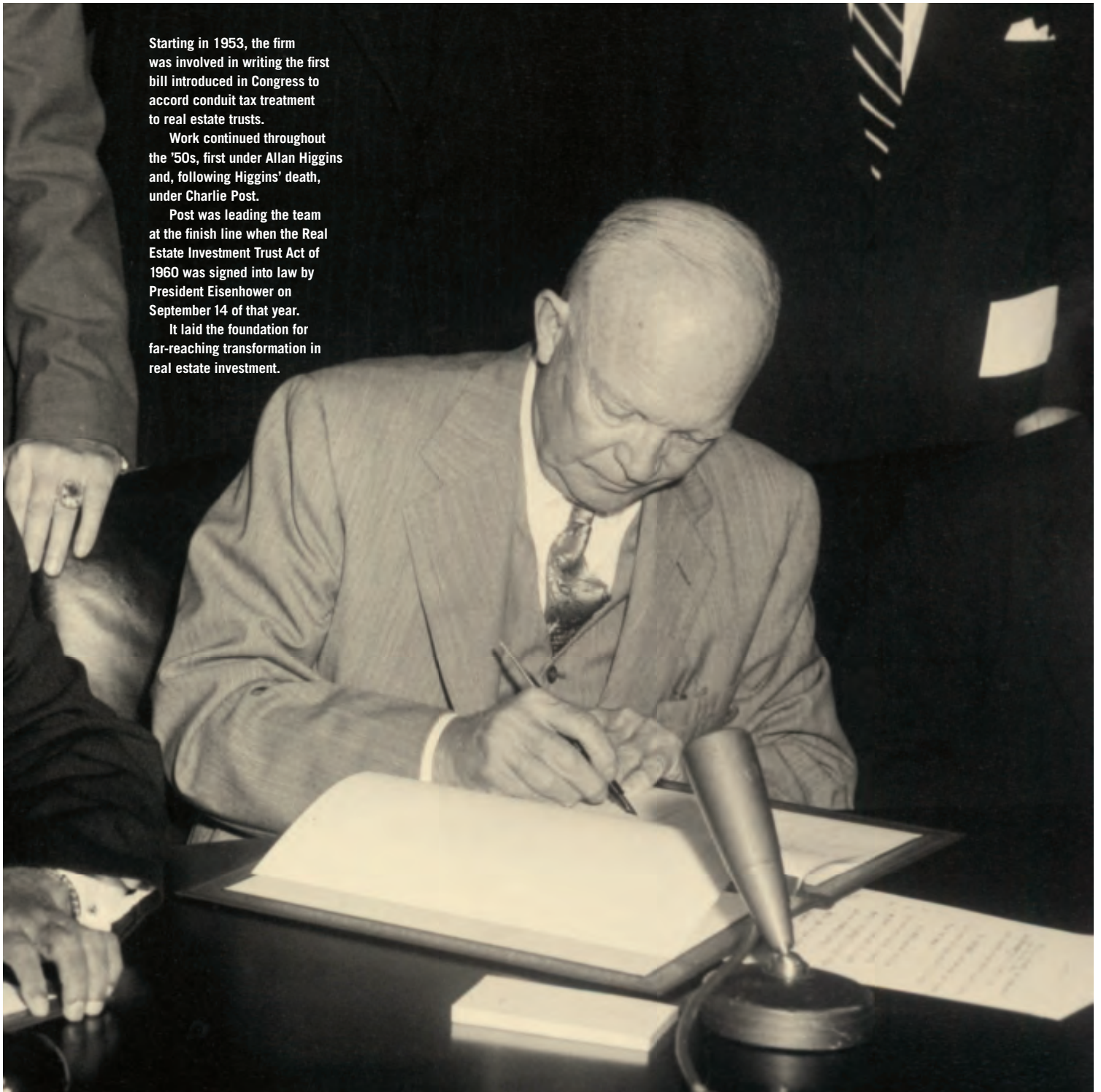
This collective expertise generated a surge of dynamic growth for Goodwin Procter during the 1950s that would continue throughout the next decade.

Starting in 1953, the firm was involved in writing the first bill introduced in Congress to accord conduit tax treatment to real estate trusts.

Work continued throughout the '50s, first under Allan Higgins and, following Higgins' death, under Charlie Post.

Post was leading the team at the finish line when the Real Estate Investment Trust Act of 1960 was signed into law by President Eisenhower on September 14 of that year.

It laid the foundation for far-reaching transformation in real estate investment.



CHAPTER 8

TAX TRANSFORMERS



he third leg of the firm's impressive growth during the post-war years, alongside its burgeoning corporate and banking practices, was the tax practice built by Allan Higgins and Charlie Post.

The field was a familiar one, of course. Goodwin Procter had been nurturing tax expertise and developing applications for investments structured as trusts since the 1920s. Higgins and Post rethought and revitalized the practice.

Their work, touching on many parts of the tax code, would have its most significant repercussions for real estate investment trusts, and it earned the firm a stellar reputation and a great deal of new business from that corner of the world.

"Allan Higgins was attuned to the Washington scene more than any other Boston lawyer of his day," said his partner Charlie Post.

"A born Yankee, Allan could be a country boy when he was dealing with a Maine senator.

"The power in Congress at the time — *and* most of the bureaucracy — was Southern. Allan was flexible. After he had been in Washington — which he pronounced 'Washun' — for two days, his accent would soften, and after a week it would become a southern drawl."



Charlie Post

A WASHINGTON PRESENCE

Higgins was the initial catalyst. By the early 1950s, he assumed national prominence as an expert in tax policy. He became chairman of the ABA's Section of Taxation, and as the Internal Revenue Act of 1954 took shape, he spent a substantial part of his time in Washington counseling cabinet officers, administration officials, members of Congress and committee staff. Higgins spent so much time in the capital, and the firm considered the work so important, it rented him an apartment there.

He was well-suited to the work. Gregarious, outgoing and possessing an incisive analytical grasp of tax issues, the ABA imprimatur and an adroit lobbying touch, Higgins earned wide respect and collaborated at the very heart of the federal legislative process.

Charlie Post believed his partner was the perfect Boston ambassador to the denizens of Washington. "He knew who was close to whose ear," recalled Post. "He cajoled secretaries and congressional staff assistants as well as the top brass. He could always get heard."



ONBOARD THE SUPER CHIEF

The firm played its first important role in shaping federal tax law in the mid-1950s.

The Supreme Court had ruled that residents of community property states could split a married worker's income with a non-employed spouse, file separately and thus drop both into lower tax brackets.

On a return train trip from the West Coast, partner Allan Higgins was holed up in the club car with the assistant treasury secretary for tax policy. They were dissecting Treasury's problems with the community property law legacy Spain had bestowed on Texas and California.

Mayhem threatened if the common law states rushed to adopt some sort of community property system one by one. Higgins convinced the assistant secretary that it could be avoided if the benefits of community property were simply extended to *all* the states for filing purposes.

The leader of the movement to preserve the community property concept was also on the train. Armed with a bottle of bourbon, Higgins and the assistant secretary invited themselves into his compartment and the three proceeded to clear up that and other matters — gift and estate taxes, for example, and the marital deduction.

Higgins later shepherded all these solutions into law.

THE ROOTS OF REITS

Higgins also played an instrumental role in crafting the tax policies around which real estate investment trusts, or REITs, would be modeled.

REITs had their roots in the 19th century. Collective investment in commercial real estate was frequently accomplished through something called the "Massachusetts business trust." One or more professional trustees held title and managed the property for investors, who held transferable shares.

Although shareholders of business trusts were subject to taxes on distributions, it was initially believed that the trusts themselves would not be subject to corporate tax on pre-distribution income.

In 1936, however, the U.S. Supreme Court sided with the Internal Revenue's position that features of the business trust were so similar to those of a corporation that the business trust was a corporation for federal income tax purposes. The court decision spurred the nascent mutual fund industry, which used a similar type of organization, to undertake a legislative effort, and

Congress granted mutual funds “conduit” tax treatment. This legislation exempted registered investment companies from tax at the entity level. It did not apply to entities whose collective investment was in real estate, however.

During the Depression years, the corporate tax was actually of minor consequence to real estate trusts, since they earned little income. The burden became oppressive and the issue more pressing following World War II, however, as real estate investments regained profitability. Goodwin Procter’s clients included some long-established professional real estate fiduciary managers and some of their real estate investment vehicles — mostly business trusts — that were increasingly interested in legislating away the corporate level tax.

These Boston trustees were by nature “individualistic, conservative and unaccustomed to the laborious and frustrating process of turning a bright idea into an act of Congress,” Charlie Post wryly observed. Initially they shied away from active lobbying, he added, “but they learned.”

THE “GREAT TEST CASE”

“We represented the Massachusetts Taxpayers Association. It was a worthy cause — trying to get taxes down. At one point we noticed that no one could park on Beacon Hill because all the legislators’ cars were parked there and it was all reserved.

“This wasn’t strictly taxation, but we thought it was vaguely un-American, or it must be illegal, or unconstitutional or at least fattening. We’d bring a suit.

“Frank Wallis went up to Beacon Street in a car with no legislator’s sticker. No ticket. So, Frank went and *found* a cop, but the cop just shrugged and went his way. Finally, Frank found a cop who wrote up a tag.

“It was just a \$1 or \$2 fine, but we went before Judge Adlow. He was a saturnine, no-nonsense fellow. We wanted to be found guilty, of course, so we could test its constitutionality. Adlow was no fool. He looked at all this and said, ‘Oh, you want to contest this, do you Mr. Wallis? The car belongs to the head of the Taxpayers Association. Well,’ he said, ‘case dismissed.’ Thus ended the great test case.”



Charlie Post

SEVEN LEAN YEARS

Higgins led the cause, abetted by like-minded colleagues in Washington. The team put its first bill to accord real estate trusts conduit status before Congress in 1953. When that effort fell short, it tried again the next year, and the year after.

The people at Treasury and on Capitol Hill were not unsympathetic to the idea of conduit treatment for Goodwin Procter’s old-line trusts, most of which had been created before the income tax and were clearly not tax-shelter gimmicks. But these were a small part of the economy and not worth adding new complexities to the tax code, unless it would encourage new construction.

The important issue was always one of active versus passive income, and the bugaboo was the fear that active business income might escape corporate tax if conducted in association form.

It took years to resolve this dilemma. Unfortunately, in 1958, in the midst of the campaign, Allan Higgins grew ill. In 1959, he died, and Post assumed full leadership of the effort.

THE TIDE TURNS

At this point, momentum was building. Somewhat battered by various amendments, the REIT bill proceeded on its legislative way.

According to Post, the idea in contention at this final stage was that since real estate trusts wanted conduit treatment and regulated companies *had* conduit treatment, and since both businesses were engaged in investing money, a REIT should be required to look more like a regulated investment company. No particular tax policy seemed to be involved at all; it was now more a matter of conceptual symmetry. Accordingly, additional tests were devised to resemble in some cousinly form those thought to apply to mutual funds.

After a great deal of redrafting and hand-holding by Post and crew, the firm's clients were satisfied and the Treasury Department was as well. The REIT bill was added as an amendment to an existing piece of legislation extending the excise tax on cigars. The Real Estate Investment Trust Act was signed into law in September 1960.

1946: Benjamin Spock's childcare classic published.
1947: Jackie Robinson joins the Brooklyn Dodgers. **1948:** Alfred Kinsey publishes *Sexual Behavior in the American Male*.
1949: First successful Soviet atomic test. **1950:** Brink's robbery in Boston; nearly \$3 million stolen. **1951:** Color television introduced in United States. **1952:** Ralph Ellison's *Invisible Man* is published.



1953: Edmund Hillary and Tenzing Norgay conquer Everest. James Watson, Francis Crick and Rosalind Franklin discover structure of DNA. **1954:** *Brown v. Board of Education of Topeka, Kansas* bans racial segregation in American public schools. **1955:** Rosa Parks refuses to sit at the back of the bus. **1956:** Hungarian rebellion forces Soviet troops to withdraw from Budapest. Ingmar Bergman's *Seventh Seal* debuts. Allen Ginsberg's *Howl* published.



1957: Russians launch *Sputnik I* and Space Age begins. **1958:** Charles de Gaulle elected president of Fifth French Republic. **1959:** Leakeys discover oldest hominid fossils. **1960:** U-2 spy plane is shot down over Russia. **1961:** Moscow puts first man in orbit around Earth. Berlin Wall erected. **1962:** Cuban Missile Crisis.

THE AFTERMATH

Higgins' original ideas and language had evolved, but the underlying concept and structure remained essentially intact. REITs received federal sanction and, critically, conduit tax status.

"Within two weeks" recalled Post, he found himself "explaining the Act for more than an hour to 1,200 real estate types assembled for lunch." The client who introduced him "hailed the Act as the most important stimulant to real estate development in the century." He credited Post as being "its principal architect."

Post modestly downplayed his own role. Still, he could honestly claim to be "one of a very small handful of lawyers in the country who knew what the Act was all about and knew the people to see in government to resolve any problems."

It was an enviable position to occupy, and he promptly began expanding it into a national practice. Over the next decade, numerous major U.S. banks and insurance companies, as well as owners of existing property portfolios, would be managing REITs. Several would become Goodwin Procter clients.



GOODWIN PROCTER 50TH ANNIVERSARY DINNER

June 1962

BACK ROW

Robert Monks, William Gorham, Marshall "Pete" Simonds, David Eusden, Preston Saunders, Ronald Marcks, George Gardner, Henry Shepard, Juris Udriš, Leonard Wheeler, Henry Hosmer, Fairman Cowan, Nathaniel Rutter

THIRD ROW

John Howland, Raymond King, Erato Haseotes, William King, Paul Schlijker, William Pechilis, Frederick Robbins, Charles Goodhue, George Bernardin, Joshua Berman, Robert Fraser, Donald Evans

SECOND ROW

Russell Simpson, Carl Schipper, Charles Post, Donald Hurley, Richard Nichols, Col. Robert Goodwin, Cushing Goodhue, Joseph Knowles, John Mechem, Frank Wallis, Robert Duncan

FRONT ROW

Dwight Allison, Paul Rugo, Allan van Gestel, Walker Comegys, Roger Stokey, Samuel Hoar Jr., Paul Farrel, Samuel Batchelder, Wilbur Jaquith

GOODWIN PROCTER AT 50

1962 saw Goodwin, Procter & Hoar celebrate a half century in business. Space in the offices at 84 State Street was getting crowded. By now there were 17 partners, 26 associates and a support staff of 59 — just over 100 people.

The breadth of the firm's work had expanded dramatically as well. Its corporate, banking and finance, and tax expertise were rapidly bringing it to national attention.

While still largely Boston-centered, the firm was gradually developing a geographically diverse clientele and becoming familiar with the Washington scene. During these years, it even maintained a D.C. apartment for visiting lawyers.



FOREVER MAKING COPIES

is a lawyer's destiny. Standard copying technology at the time consisted of excellent typists, lots of carbon paper and the Royal Standard manual typewriter.

But in the mid-1950s, the office bought its first copying machine. It consisted of two parts: a pair of rollers through which the document was run between two pieces of light-sensitive paper and a chemical bath that developed and fixed the image.



The noxious chemicals had to be changed each day and were perennially burning holes in the clothing of the people who used the equipment. It was time consuming and messy, and if the copy was left in sunlight for even a short time, it turned black and became unreadable.



TIME CHARGES

were entered on ledger cards in this era before the advent of that merciless taskmaster, the computer. Vertical columns listed the time spent and work performed by each lawyer.

One new associate submitted his charges with the description: "Blotting president's signature on bonds — 1 hour." He was summoned to a partner's office and instructed that the appropriate description would be: "Assisting with documents at closing — 1 hour."

SPECIFIC SATURDAY ASSIGNMENTS

were still the rule until 1961. Everyone remembered the memorandum that came around saying Saturdays wouldn't be assigned any longer. But the euphoria lasted only a moment because that memo was followed almost immediately by a second, saying you were expected to work every *other* Saturday. Still — you could now choose your own schedule.

"THERE USED TO BE ONE SURPRISE AFTER ANOTHER

in trial work, but because now we have rules of discovery, we can take depositions of people on the other side and they can take them of us as well, and require us to produce documents.

"In those days, you entered a courtroom and you really didn't know what was going to happen next. Your client would be well-prepared because you had talked to him and knew what he had to say, but you really didn't have any knowledge of what the other party was going to say. You could ask the other person 30 questions, and that was it.

"Only once in a while these days is there a surprise. There are certainly still tactics involved, but the tactics are very different."



Sam Hoar Jr.

"EACH YEAR AT CHRISTMAS

the associates hosted a party for the partners, usually in the library. The potables were brought in, together with crackers and cheese.

"Procuring the ice was a special assignment usually given to the junior associate whom the senior associates agreed was most in need of a lesson in humility. It involved going to an ice company and lugging a bag of ice cubes back to the office.

"One year the designated icemaker sat in his office all day long working on documents for an important transaction. The rest of us were frightened. Suppose it got to be party time and there was no ice? Who would face the wrath of Frank Wallis under these conditions? How would Nichols and Stokey make baseball bets for the coming season without ice? Disaster loomed.

"On the stroke of five, a grimy minion from the local coal and ice company stepped off the elevator on the ninth floor, tugged his forelock, and said to Miss Georgie Gray, the receptionist, 'I have 25 pounds of ice cubes to be delivered to a Mr. Howland.' From that moment on, it was clear that John Howland was destined for greatness."



"THE SENIOR SECRETARIAL STAFF

was, then as now, very knowledgeable about matters of legal practice, and more than once saved an inexperienced associate from embarrassment.

"In the days before prepared forms had been thought of, we used to pull out a carbon copy of the kind of document we needed and mark it up. An inexperienced drafter might not notice what had been omitted from the document being used as a model.

"I remember getting a call at home one night from the secretary who was preparing a will for me that was to be shown to a partner in the morning. She said, 'Mr. Stevenson, in that Jones will, did you mean to omit from the powers clause the line about holding securities in a nominee name?' Needless to say, the omitted words were added and the partner who read the document the next morning was none the wiser."



Arthur Stevenson



Paul Rugo

"I REMEMBER THE REQUISITION FORMS

we had to fill out in bookkeeping for subway fare so we could get to the East Cambridge Courthouse. This was in 1958, when I joined the firm. It was still a very conservative, old-fashioned place.

"I said, here we have responsibility for zillions of dollars of client problems in our hands and we can't get a subway token without a requisition form! And I suggested that we purchase a hundred subway tokens that could be available every time we needed one.

"The partners found a way to update that procedure."



"I ALSO REMEMBER BEING ASSESSED \$25

that December in 1958 to help pay for the Christmas party that the associates traditionally gave for the partners.

"On top of that, the new associates got no bonus whatsoever.

"I was moved to point out to the powers that be that this must be the only place in America where you didn't get a check at the end of the year, but you paid for the Christmas party.

"Ever after, the new associates received some sort of check at the holiday season. It took another decade, though, before the partners began to pick up the tab for the parties!"



Don Evans

"One of Richard Nichols' biggest talents was that although he was very bright, he could express things in simple ways that his clients could understand and be persuaded by."

"He also had a talent for identifying which points would have a telling effect upon the client, or the other party, when negotiating."

"Charlie Post, on the other hand, had a facility for making things very complicated and being very imaginative. We had a phrase — 'Postian' — that we used."

"I remember as a young associate sitting in on a meeting he was having with some clients. After we had finished going through the matter, we were walking down the hall and the client said to me, 'Gee, he's smart as hell. I don't understand a goddamn thing he said!'"

Goodwin Procter's next quarter century was one of both change and growth. By the late 1960s, the firm's size had increased so dramatically that it brought about a move to substantially larger space in the sleek gray office tower at 28 State Street.

ELEVATOR ESPIONAGE

Change comes in many flavors, observed Charlie Post more than a decade after the firm moved to 28 State Street.

"Shared elevator banks can sometimes prove a source of unexpected news," he recalled. "Lunchtime groups may be low key, but business-bound groups have a specific mission, and spilling information is the *last* thing they want. Yet as they leave a meeting, in spite of themselves, they often reveal much.

"They think their words are coded to disguise what they're talking about, but one knows. 'Well, we've got a deal.' 'What the hell do we do now?' 'I told Jones six months ago to settle this.'

"Sometimes the mere presence of a certain individual can disclose what's up – assuming one knows who the people are and why they're together, and one usually does in a place like Boston. Once I even heard a man tell another how he was going to buy out a group that I represented.

"Nowadays, when there's a strange face, one is no longer sure if it's a new lawyer at the firm, someone else's lawyer, a client, someone else's client, a man there to fix the computers or an intruder taking a break after a saunter around stealing handbags!

"The elevator as a medium is as old as the elevator."



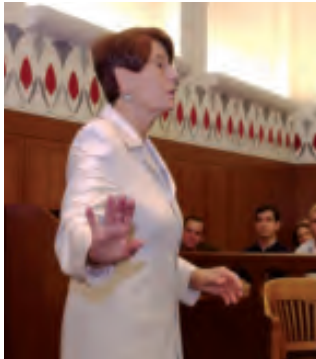
Charlie Post

CHAPTER 9

CHANGING TIMES

W

Rya Zobel



hen Col. Goodwin formally retired in 1963, it was the end of a remarkable 60-year legal career. The next quarter century, though, would bring changes to the firm beyond anything he or Joe Procter might have imagined.

Between 1963 and 1987, Goodwin Procter would nurture the growth of several new practices. It would gain national prominence in key areas. It would overhaul its governance and democratize the partnership. It would cultivate new commitments to civic leadership.

But most basically, it would grow. And that, in turn, would transform the face and feel of the firm.

Richard Soden



In the 1970s, Rya Zobel and Richard Soden were the first woman and African-American, respectively, to be welcomed into the partnership. Their elections generated a wave of demographic change that remade the firm's population.

NEW PEOPLE

With growth came diversity. In part, the changing demographics of the firm reflected social transformations overtaking the nation as a whole. Optimism blossomed in the early 1960s as John F. Kennedy, a Massachusetts senator, won the presidency and inaugurated “The New Frontier.” Subsequent struggles for civil rights and women’s liberation were soon gaining more access for more Americans previously excluded from full participation in public life. By decade’s end, a “youth movement” was challenging the country on political, social and cultural fronts.

Goodwin Procter underwent a youth movement of its own during this era and, as it did, responded to calls for wider belonging. In 1961, the firm welcomed its first Jewish lawyer, Josh Berman, who became a partner in 1969, and its first woman attorney, Erato “Trudi” Haseotes. By the end of the decade, Goodwin Procter added its first African-American associate, Harrison Fitch.

It took a little while longer to deepen the commitment and elect Goodwin

Procter’s first woman partner. The firm invited Rya Zobel to come over from another law firm in 1973.

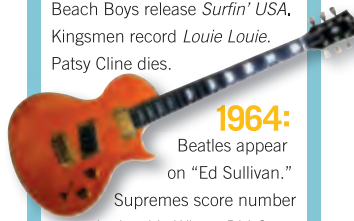
Some had noticed and admired her work while negotiating with her from the other side of the table. Many thought she would be a strong addition to the litigation department. Her outstanding performance served to destroy forever a previous stereotype that women lawyers were suitable *only* for probate, domestic relations or real estate law.

Zobel, elected partner in 1976, continued to break down barriers when she left in 1979 to become the first woman judge to serve on the federal district court in Massachusetts.

The firm’s first African-American partner, Richard Soden, a transplanted New Yorker, was elected in 1979. A corporate lawyer who would practice at Goodwin Procter for over 40 years, Soden became instrumental in promoting diversity at Goodwin Procter and in the legal profession overall.

Assumptions about pedigree had already broadened by this point. After limiting itself for nearly half a century to

1963: Bob Dylan writes *The Times They Are A-Changin’*. Beach Boys release *Surfin’ USA*. Kingsmen record *Louie Louie*. Patsy Cline dies.



1964: Beatles appear on “Ed Sullivan.”

Supremes score number-one single with *Where Did Our Love Go*. Kinks debut album features *You Really Got Me*.

1965: Doors form after a chance meeting on Venice Beach. Grateful Dead form but call

themselves the Warlocks. Bob Dylan goes electric at Newport. Byrds’ *Mr. Tambourine Man* tops

the charts. Simon and Garfunkel record *The Sounds of Silence*. Rolling Stones release *(I Can’t Get No) Satisfaction*.

1966: Supremes’ *A’ Go-Go* is first album by a female group to top the *Billboard* pop charts. Seekers are first Australian Group to have a number-one hit with *Georgy Girl*.

1967: Notable albums include *Surrealistic Pillow*, *The Velvet Underground & Nico*, *Are You Experienced*, *Axis: Bold as Love*, *Sgt. Pepper’s*, *Days of Future Passed*. Aretha Franklin records *Respect*. Bands formed include Chicago, Creedence Clearwater, Fleetwood Mac, Genesis, Jethro Tull, Procol Harum, Steppenwolf, Steve Miller, T-Rex, Traffic.

1968: Johnny Cash records *At Folsom Prison*. The Band releases *Music from Big Pink*. Janis Joplin is overnight sensation with *Cheap Thrills*. *Electric Ladyland*

released. **1969:** Led Zeppelin debuts. Sly & the Family Stone becomes a sensation with *Stand!*. The Who releases *Tommy*. Jackson

Five debuts. Elvis Presley gives 57 live concerts. Turtles perform in the White House. Diana Ross leaves the Supremes. Woodstock.

the graduating classes of Harvard Law School when looking for associates, the firm began casting a wider net and, by implication, loosening longstanding assumptions about who “belonged.”

When Goodwin Procter hired Joe Cotter, it tapped its first Boston College Law School graduate. “They had already hired a couple of graduates from Boston University,” Cotter remembered. “The rest of the lawyers were mostly from Harvard.” A few years into his tenure as an associate, Cotter attended a client meeting with senior litigator Frank Wallis who, according to Cotter, “was stunned to find out, one, that Boston College had a law school and, two, that I had graduated from it.” George Butterworth arrived from Yale Law School and Ed O’Dell from even farther away, with a law degree from the University of Chicago.

NEW PLACES

Goodwin Procter was still a relatively small, contained community in 1963, a firm of just over 100, with 17 partners, 26 associates and a clerical and administrative staff of 59. But even these numbers

Paul Lee



A corporate lawyer raised in Boston's Chinatown, Paul Lee became the firm's first Asian-American partner in 1984.

“I liked Goodwin the best because it was very entrepreneurial,” Lee recalled from his interviews with Boston firms. “It also struck me as the kind of place where merit was more important than all of the other attributes that law firms used to look for.”

strained the capacity of the eighth and ninth floors of the India Building at 84 State Street. Lawyers doubled and tripled up in offices, and envied the secretaries’ air conditioners.

In part to alleviate the crowding, and to tighten the working relationship with New England Merchants Bank, Dick Nichols took a small group of five lawyers uptown to the newly finished Prudential Building in 1965, marking the firm’s first foray beyond downtown Boston. Admittedly, the “journey” was a matter of only a few miles. Bolder, more ambitious ventures afield were still decades away.

The lawyers who made the move enjoyed their new quarters, and a second wave rotated through the Prudential a few years later. The firm eventually abandoned the experiment, however, and in 1972 reconsolidated into a single office at 28 State Street.

Other experiments took deeper hold. In the mid-1960s, litigators Sam Hoar Jr. and Pete Simonds tried a novel concept when they hired a few young women who had graduated from Wellesley College to assist lawyers on casework.

Training in basic legal procedures and principles equipped these “paralegals” to participate at a level falling somewhere between secretaries and associates.

Some among Goodwin Procter’s old guard were skeptical of the idea, but the paralegals proved their worth and grew in numbers. By 1970, the firm was employing four; by 1980, more than 20.

This kind of growth was happening throughout Goodwin Procter. By 1980, it was a firm of more than 250 — 105 attorneys (40 partners and 65 associates), and nearly 150 administrative and clerical staff. Growth at this pace was unprecedented and, for the firm’s older lawyers, unfamiliar.

“There was an era when the older guard felt we should always be very conservative and not hire too many people,” partner Fred Robbins recalled, “because who knows where the business is going to come from next year.” At this point though, the firm was becoming confident enough to hire on the assumption that business was going to come in — or more precisely, that the partners would be able to find the work if they had the people to do it.

THE SEED DONATION

Certainly the most dramatic expression of Goodwin Procter’s expanding commitment to civic responsibility would come in 1987, when the firm celebrated its 75th Anniversary.



Under the leadership of Bob Fraser and Pete Simonds, the firm donated \$1 million, made up entirely of individual contributions by the partners, to fund initiatives in public education in Boston.

It was called SEED, for Support for Early Educational Development.

Above, Fraser (at far left) poses with students and teachers from Boston’s Josiah Quincy School, one of the first grant recipients.

NEW COMMITMENTS

New lawyers brought in new ideas about the law, its purpose and possibilities. Many intended not just to make money but also to do good. Efforts like the Boston Legal Assistance Project became compelling outlets for these impulses. “We are doing many more outside things than we used to do,” Pete Simonds observed in 1983. Allan van Gestel led a team of associates in appealing a death penalty sentence in Florida — a case that earned the firm national recognition — and in a subsequent case in Massachusetts, a Goodwin team procured a ruling that basically invalidated that state’s death penalty.

An ethos of civic service was by no means new, of course. From the firm’s earliest years partners had dedicated long hours and substantial resources to projects like public commissions and professional organizations. But the pro bono work of the ’60s, ’70s and ’80s took on new kinds of causes — conservation and environmental issues, prisoners’ rights, civil rights and legal assistance to underserved communities — causes that faithfully mirrored important popular concerns.

CHAPTER 10

THE RISE OF REAL ESTATE

G

Goodwin Procter's established lines of business — corporate, financial, tax and REIT law — expanded robustly between 1963 and 1987, yet the firm also found new fields to cultivate. It was during these years that the firm's litigation and real estate work came to the fore.

Development of a real estate practice may have seemed rather unlikely. The practice had mostly involved helping home lenders — many of them existing clients — deal with their mortgages and closings. A single partner, Murray Hall, had overseen all of this work since the 1930s, assisted when necessary by whatever associate happened to be at hand.

It was a modest beginning, but the practice was about to take root and grow.

The most significant coming change was the growth of a clientele of owners and developers who put shovel to soil. It was the perfect complement to the firm's existing work on mortgages, closings and securities.

ENTER THE MAVERICKS

The initial impetus for growth came in 1957 when Murray Hall retired and Nat Rutter was brought in. Rutter arrived laterally from another Boston firm, bringing both experience and an entrepreneurial spirit. “I think the firm perceived Nat as a maverick,” a colleague later related. “They felt that all real estate lawyers were mavericks and that it wasn’t an area of law that would fit in with a large Boston law firm.”

Despite the senior partners’ ambivalence, Rutter attracted young talent, beginning with his hire of Juris Udris. The son of Latvian immigrants, including a father who had been a judge on the Latvian Supreme Court (yet who, in America, worked in a refrigerator factory to support his family), Udris had quickly mastered English, performed exceptionally in high school and college, and graduated from Harvard Law School. Not only intelligent, he was charismatic and dynamic. Still an associate in 1966 when Rutter retired, Udris was already making the foray from residential to commercial real estate, finding clients



WANT TO DO REAL ESTATE?

“Here I was on Labor Day weekend in 1965 with no job. I was down on the Cape with some friends and one of them said that Goodwin Procter needed someone.

“So back in Boston, I went to a pay phone, called Goodwin Procter and asked for the hiring partner. I said my name was Don Quinn, I’d just come out of the army, I was a member of the Massachusetts Bar and I was looking for a job that started immediately.

“The person said, ‘Would you be interested in doing real estate law?’ ‘Does it pay the same as any other kind?’ I asked. He said it did. ‘Okay,’ I said, ‘I’d like to talk.’

“He asked when I could come in, and I said, ‘I’m across the street at a pay phone.’ He told me to come on up and see him now. I said, ‘Sure, but I didn’t get your name. What is it?’ If you’re going to see the hiring partner, it’s nice to know who he is. It was Sam Hoar.”



Don Quinn

among developers building supermarkets and shopping plazas in the region.

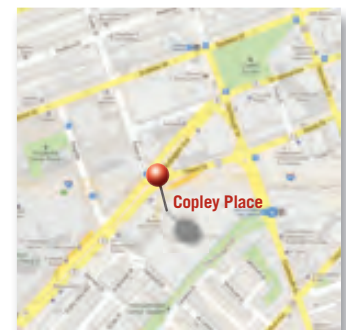
Other like-minded young lawyers joined him. Joe Haley arrived in 1964, and Don Quinn, Dave Ries and Jeff Dando all came onboard in the next few years. None of the four were drawn to Goodwin Procter because of the firm’s reputation in the field of real estate law. (“When I first started we were *not* the go-to firm for real estate in Boston,” Dando remembered.) However, they *were* drawn by the idea of joining Rutter and Udris and building something new. “Juris decided that he wanted to expand business,” Haley recounted, making the prospect sound disarmingly simple. “We all agreed.”

A tight camaraderie bolstered the young group, with pranks and practical jokes leavening the tough business at hand. The quartet of associates worked hard and played hard. Though they called Udris “the Boss,” the senior member of the team was in fact only a few years older. “We had very close working relationships with the real estate associates who ultimately became partners,” Quinn



GREATER BOSTON REDEVELOPMENT

The firm's real estate practice came to play important roles in many Greater Boston area projects that required holes in the ground. Some of the marquee ones were the Charlestown Navy Yard, Copley Place, the Carling brewing plant, and projects throughout Cambridge and across the 128 and 495 high-tech corridors.



recounted. “I think even in those days we were known as a department that was very supportive of one another.”

BUILDING BUILDINGS

Their timing was certainly favorable. Boston in the 1960s offered significant opportunities for real estate development. Large-scale projects were transforming broad swaths of the city and surrounding region, generating more planning, building, buying and leasing than the city had seen in decades. Udris and his team were positioned to take advantage. Skyscrapers were rising downtown, and entire neighborhoods in South Boston and the North End were undergoing reconstruction as part of a massive urban renewal effort.

Udris, Haley, Quinn, Ries and Dando all found ways into this activity. Goodwin Procter’s REIT business opened some doors, creating relationships with developers for the young real estate lawyers. “Lending work gave us access to the developers,” Ries related, “and then we started representing them. That was the fun part.” Other contacts came by way of longstanding relationships with institu-



Joe Haley and Don Quinn broke early for a game of golf one Friday afternoon. They were playing at the Colonial Country Club owned by George Page, a client of the firm.

Haley was having a bad day. On the last tee, he wound up for a big drive and hit a horrendous slice which flew off toward the octagonal, glass-enclosed club house. Disgusted, he walked straight to the parking lot and drove off without finishing the hole.

The following Monday, Haley found a complaint and a summons on his desk instigated by George Page and signed by Page’s lawyer, Joe Bramberg. It seems a woman had been sitting by a window in the club dining room. A golf ball had shattered the window, and the woman, horribly frightened by the noise and flying glass, had to be rushed to the hospital. The complaint sought significant damages, plus punitive damages for leaving the scene.

Haley was uninsured for such a happenstance and he spent a terrified day mourning the possible loss of not only his assets but his legal career.

At six o’clock, Nat Rutter and Don Quinn took him across the street to 99 State to buy him a glass of solace. Joe Bramberg joined them at the bar. That’s when a light bulb finally turned on in poor Haley’s hurting head. It was a prank. All a prank. And the golf ball? It was never found.

tional lenders. “Things got progressively better,” Haley affirmed. “We got more and more work.”

In part, the young lawyers found work and earned clients’ trust because of their approach. Rutter had provided key guidance in the early years of the practice. “We all went about doing real estate work a bit differently than it was being done at that time,” Quinn explained. “Nat instilled in us the concept that our job was not to find out what was wrong with the deal but how to make it happen. We went to great lengths to live within our obligations as lawyers but also to make the transaction work, if at all possible.”

More than a little “shoe leather law,” as Haley put it, also powered the young business. “When I first practiced here,” Haley recalled, “the man who walked the fastest was the shoe leather lawyer, and I was pretty fast on my feet. Real estate is a fast moving practice, very fast. For young people coming in, one of the significant things about real estate is that you get hands-on experience almost immediately.”

The practice certainly kept people

busy. Haley started with projects like guiding the Carling brewery through a conversion into a multi-use building, then worked on a project in downtown Boston tall enough to earn him the nickname “Highrise Haley” among his colleagues — though the building was no more than a dozen stories tall.

Bigger projects soon followed. Via Charlie Post’s relationship with Real Estate Investment Trust of America, Dando undertook the legal work for a major redevelopment of the Charlestown Navy Yard — a project of breakthrough proportions and one that also created important relationships within the Boston Redevelopment Authority.

That work introduced Dando to Urban Investment, the developer undertaking what Dando described as “the biggest development in town” — in, above and beneath Copley Place. The deal closed twice. At first there was a pair of anchor stores and when that scenario didn’t pan out, the developer renegotiated the two-hotel configuration that was eventually built. “It was a lot of fun to do that air-rights lease,” recalled Dando.

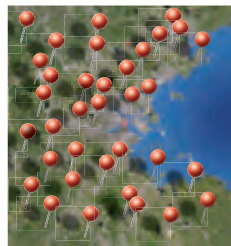
MAKING IT WORK

“We’ve come from where the firm was questioning whether they should even *have* a real estate department to where we became a strong economic force that generates its own business, its own professional reputation and is a valuable asset.

“We’ve represented the movers and shakers of Boston and the surrounding areas.

“The practice is a mixture of law and business. It’s more than just representing clients. I’ve been in charge of everything from deciding where a project should be, buying the land, hiring the architect and the contractors, making suggestions on design and, most recently, even administering the building after it was built.

“Nobody’d say that in our capacity as lawyers we’re the prime movers, but we make it work.”



Joe Haley

“And the exit ramps of the turnpike spiral right through the garage of Copley Place like a corkscrew.”

In all their deals, the lawyers were representing the developers: buying the land, getting it re-zoned when necessary, negotiating financing and construction contracts, handling the leasing and interfacing with the city on the licensing.

“We were breaking new ground and it was fun. We were young,” related Quinn, who for his part was developing expertise in limited partnership real estate syndications — then a novel concept.

The practice was breaking new ground both figuratively and literally, of course. “One of the pleasures that I have as a real estate lawyer is to walk down the streets of Boston or drive down Route 128,” Haley reflected, “and see a sign and know that I was the lawyer that got that deal going. It gives you a certain kind of touch with what’s going on out there. You can actually see that you’ve been a part of something.”

By the 1980s, Goodwin Procter’s work had become embedded in the landscape itself.

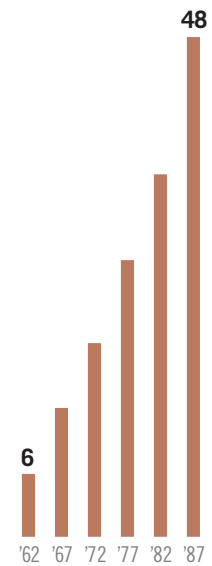
CHAPTER 11

A GO-TO TRIAL PRACTICE

Litigation was hardly new to the firm. Partners had been trying cases since its earliest years. Both founders had certainly known their way around a courtroom — state and federal alike. Frank Wallis and Leonard Wheeler’s Nuremberg trial work had famously extended this tradition.

By 1960, though, litigation had shrunk to a small auxiliary practice. A small team of trial lawyers stood ready to assist in the courtroom when needed. The capability represented a service function, sustained largely for existing clients.

This trend reversed dramatically, however, as the firm’s litigation work regained momentum. The story spans several decades, new specialties and a new generation of lawyers.



Just a glance at the growth rate for the number of trial lawyers during the firm’s third quarter-century tells much about the litigation department’s rise to a national practice — as well as the firm’s rise to Boston’s top tier.



**ENTERING THE FRAY:
DESEGREGATION
AND BUSING IN BOSTON**

In 1977, Goodwin Procter took on a case that clearly cemented the trial practice's renewed reputation.

It was a highly public and largely pro bono representation of the Boston School Committee. Three years before, federal judge W. Arthur Garrity, Jr. had found the Boston public schools to be unconstitutionally segregated. He ruled that any school with more than a 50 percent white student body was required to be balanced by race. The subsequent policy of forced busing rattled Boston.

The Boston School Committee continuously disobeyed the ruling and fought it tooth and nail.

After three years of non-productive confrontation, elections brought in a new School Committee, which approached Pete Simonds, Goodwin Procter's trial chief. Simonds agreed to take on the case, but only under his own conditions.

"When Pete took over the representation of the Committee," partner Henry Dinger recounted, "he indicated that he would only do it if he was going to be free to adopt a less confrontational role with the court."

Simonds demanded that all of the many appeals filed by the Committee's prior counsel be withdrawn. He stressed to the members that the system was going to be desegregated whether they liked it or not. He said continuing to fight made no sense.

With Simonds, the School Committee adopted a much more conciliatory position, working far more productively with the court. "We brought the level of communication from one of hysteria, anger and distrust, down to one where people felt that we were talking to them," recalled Simonds.

"I don't suggest for one minute we cured the problems of racial segregation. Of course we didn't, but we turned the case around in a significant way.

"Because the work was pro bono, it gave us the opportunity to influence the schools' behavior. We were genuinely independent counsel."

RECOVERING A LEGACY

Pete Simonds joined the firm in 1955. At that time, Frank Wallis, Sam Hoar Jr. and Roger Stokey handled most of the trial work.

Simonds' arrival heralded more ambitious plans. He was a big man, literally and figuratively — carrying himself with a “John Wayne size and swagger,” remembered Paul Ware. Simonds worked for several years on corporate cases, assisting in the courtroom when opportunities afforded.

A hiatus in 1963 marked the turning point in his career: he was offered an opportunity to work for the Massachusetts Crime Commission, investigating corruption in state government. With the firm's consent, he was assigned to the small loans industry. He became the Crime Commission's general counsel and later a special assistant attorney general, supervising prosecution in a series of grand jury trials.

This work honed Simonds' courtroom skills and raised his profile in the profession. By the time he returned to Goodwin Procter two years later, he was

AWAY AT TRIAL, PART I

Joe Cotter arrived in 1965. “When I came, Pete Simonds was a mystery figure to me,” he recalled. “He was away from the office with the Crime Commission.

“Although we hadn't met, he assigned a case to me — representing



Pete Simonds General Electric Company. I was basically running the case without having seen the person in charge or finding out what he wanted.

“Every time I went looking for him I was told, ‘Mr. Simonds has a trial in Baltimore.’ ‘Mr. Simonds has a trial in New Jersey.’ ‘Mr. Simonds has a trial in Maine’ — here, there . . . wow! I was working for the greatest, busiest trial lawyer in the United States!

“I finally met Pete. It was then I found out that, indeed, he was often away with a trial — but they were dog trials! They had nothing to do with the damn court. This great lawyer at his trials here and there was out running his dogs around!”



Joe Cotter

ready to work in earnest at reviving the firm's litigation practice.

EARLY BREAKTHROUGHS

The opportunity arose through an heiress of chemist Eli Lilly, founder of the pharmaceutical manufacturer, a company with which Goodwin Procter had developed a relationship when handling some corporate work. A call came inquiring whether the firm would handle a small tort case. Simonds seized the opening. Hard-working, hard-driving and, according to Ware, with “a magnificent claim on the English language,” Simonds shone in court.

Eli Lilly called again with another case. By the time Lilly faced major class action litigation in the 1970s in connection with diethylstilbestrol (DES), a synthetic estrogen whose approval was withdrawn by the FDA, Simonds' skill at handling products liability cases was drawing clients from some of the nation's largest corporations. It burnished his reputation in his peers' eyes as well, helping Simonds earn early election to the prestigious American College of Trial Lawyers, a trend that would continue as the department grew.

AN ERA OF TORT PROLIFERATION

The timing was fortuitous, for the volume of litigation in American courts was surging just as Simonds was emerging as a top-notch trial lawyer.

He soon had reinforcements. In the 1960s, the firm began bringing in younger lawyers looking specifically to build careers as litigators. Allan van Gestel arrived in 1961, becoming one of the first associates to focus almost entirely on trial work. Joe Cotter enlisted four years later, apprenticing in commercial litigation. By the time Paul Ware joined in 1975, the litigation department was a distinct unit, well-established in its own right.

Heightened public consciousness about the environment and the long-term health impacts of products such as asbestos, tobacco and pharmaceutical drugs like DES generated a flurry of lawsuits.

Labor was another litigation magnet. Arthur Stevenson traced the exponential growth of labor contract arbitrations throughout these decades. From a few disputes per generation in the pre- and post-WWII years, he recalled that by the '80s, Boston Edison or the

AWAY AT TRIAL, PART II

"I ended up at Goodwin Procter purely by chance," is how Allan van Gestel told it. "I'd had unsuccessful interviews with almost every major firm in Boston. This was the last office I came to.

"I came over and met with Charlie Goodhue, Richard Nichols and Frank Wallis. They asked me what I wanted to do.

"I said, 'I want to be a lawyer.' They said, 'What do you think that means?'

"I said, 'Lawyers go to court, don't they? That's what I want to do.'



"I was sufficiently unsophisticated that I didn't realize most of the lawyers in a firm like this one don't go to court at all. I thought all lawyers went to court.

"But there was a need for a young person to do trial work, so I ended up being engaged."



Allan van Gestel

telephone company at any given time had as many as a thousand arbitrations backed up. "The public's notion is that there are rights, and they want to see those rights vindicated. It's all of a piece. Much of the explosive growth of the firm is attributable to that."

Allan van Gestel's explanation was wider in scope. "That litigation is a greater part of American life than in most societies is more than folklore," he proposed. "I think it's come about as a result of the tremendous confusion of laws and the regulations by administrative agencies interpreting those laws.

"Businesses are bombarded by rules and regulations, many of which are poorly drafted and in vast need of interpretation. Almost any person or any business can be affected and often the situations can only be resolved by litigation."

EMERGING SPECIALTIES

Whatever the cause, there was no stopping the trend. Products liability and labor law were just two of the significant building blocks that would be put into place.

Roger Stokey and corporate lawyer

"We're doing many more outside things than we used to, much more public service law."

"Our representation of the Boston School Committee and our work on death penalty cases are new kinds of projects for us."

"I think the work that Sam Hoar has always done involving conservation and environmental issues, the work that a variety of lawyers are doing on prisoners' rights or our work for the Board of Civil Rights — these make a significant contribution to society."



Pete Simonds

FRANCONIA NOTCH

In the 1970s, it became evident that Franconia Notch in New Hampshire's White Mountains was about to be permanently blighted by a four-lane limited access highway as part of the construction of Interstate 93.

Continuing the land conservation efforts of his father, Sam Hoar Jr. served as lead counsel for a group of plaintiffs taking the unprecedented step of endeavoring to stop construction.

A preliminary injunction was granted in federal court, pending completion and approval of a revised environmental impact statement for that stretch of the road, and it was renewed some months later. Ultimately, before construction began, I-93 was redesigned to minimize impact on the environment as it passes through the Notch.



CAPITAL CASES

In 1982, Allan van Gestel and Joe Cotter, assisted by Paul Nemser, took on a pro bono death penalty case, *Mikenas v. State*, at the behest of the NAACP Legal Defense and Education Fund. The issue was whether the defendant had been convicted and sentenced to death without adequate counsel.

While the defendant's plight in this case did not raise serious questions about the pros and cons of capital punishment, the lawyers believed that even the most hardened advocate of the death penalty could see that the man did not deserve electrocution for what he had done.

After five-and-one-half years, 7,500 hours, two trials in Florida, two proceedings before the Florida Supreme Court and a federal *habeas corpus* proceeding, the lawyers succeeded in having the death penalty vacated and assisted the accused in securing competent Florida counsel for a new trial.



In a second death penalty case two years later, in Massachusetts' Supreme Judicial Court, the Commonwealth's death penalty was successfully challenged when the firm prepared and filed a brief *amicus curiae* written by Goodwin Procter associate Paul Nemser on behalf of the Boston Bar Association.

The court adopted the position argued in the brief and held the death penalty unconstitutional because the statute, as written, unfairly burdened the defendant's right to seek a jury trial and avoid self-incrimination.

"As a result of Paul Nemser's arguments in our brief," recalled a partner, "the Massachusetts death penalty statute was basically invalidated."

Bill King found themselves involved in insurance recovery litigation when Stop & Shop's principal grocery warehouse burned down. Complex multi-policy, multi-layer coverage was in place, which included business interruption losses. With the firm's help, Stop & Shop collected \$30 million on the building and the business losses.

Van Gestel made a name for himself defending the title industry in New York, Massachusetts and other states against Native American land claims — a cluster of legal issues and historical expertise that he and Don Quinn soon mastered and put to use in a series of cases from 1976 through the 1980s.

Insider trading defense occupied litigators and corporate lawyers alike for years in the 1970s. Two subsidiaries of the Boston Company, one of Don Hurley's biggest clients, were accused by the SEC of the illegal sale of \$32 million of stock in an NYSE-listed company called Equity Funding.

Major litigation ensued under Rule 10b-5. The client's part of the case was successfully settled with a payment of



SERVING ON THE BENCH

"This wasn't just a group of energetic, winning lawyers — this was an intellectually distinguished crew too.

"Rya Zobel, Douglas Woodlock and later Dennis Saylor were appointed by Presidents Carter, Reagan and Bush (43) to serve on the federal bench in Massachusetts.

"Several other firm attorneys went on to serve as judges for the Commonwealth, including Allan van Gestel.

"I am fortunate to have had the experience of working with each of them."



Paul Ware

\$750,000 into a pool to settle all the class action and individual cases. Other parts of "the case ultimately went to the Supreme Court," reported Ed O'Dell, which held that the supposedly incriminating information was not, in fact, confidential. "But we had already settled," said O'Dell. "It was a fascinating case."

Tender offer defense became a firm specialty. In the late '70s and early '80s, a variety of REITs were holding valuable property that they had inherited from their defaulted borrowers during the real estate recession of '74-'75. Their stock prices fell substantially below the asset value of their portfolios. Opportunistic investors realized that a cheap way to acquire assets was to buy the stock in the entity that owned them. "Takeover artists that launched unfriendly tender offers provided a lot of work for our litigators and our corporate people," remembered Bill King.

By the time the firm's representation of the Boston School Committee began in 1977, the trial practice was already well-established. When it ended 12 years later, the litigation team had arrived as leaders in the profession.



CHAPTER 12

BEYOND BOSTON



For 50-plus years, Goodwin Procter drew the lion's share of its clients and cases from Boston and its environs — a region that extended across New England, but rarely beyond.

As the firm moved into its second half-century, its orbit of influence and operations began to expand. Goodwin Procter would remain a Boston-based law firm through most of the 20th century, but well before the firm opened offices in other cities, its partners were attracting clients and handling matters that became national and international in scope.

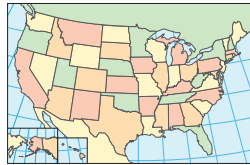
By the 1970s, this trend was gathering unmistakable momentum. A series of partners and practices emerged with national reputations and began building national client rosters. Goodwin Procter had become a firm capable of doing business well beyond Boston.

LONG-DISTANCE CALLS

Client expansion often drove practice growth, and the firm began fielding calls from clients far beyond its traditional confines.

From Denver, one of the REITs Goodwin Procter had helped put together, First of Denver Mortgage, retained the firm to help fend off speculators who were buying the stock at steep discounts in an effort to strip the fund of its assets. A team of the firm's corporate lawyers and litigators assembled to help structure a legal defense.

From London, Lloyd's retained Charlie Post when the insurance syndicate accepted its first American insurance broker as a member. Decoding the tax implications of byzantine financial structures and "several layers of funds, reserves, contingencies and interrelationships" employed by Lloyd's was a monumental task, according to Post. Everything was couched in legal language that "read like Shakespeare or Christopher Marlowe." Even more difficult was describing all this to the IRS. "Periodic forays to the nation's capital" conveying



STRETCHING NATIONALLY

Eli Lilly, headquartered in Indianapolis, serves both national and overseas pharmaceutical markets.

The considerable product defense work Goodwin Procter lawyers did for Lilly in the '70s and '80s was in state and district courts across the United States. It was part of a growing body of client work that stretched nationally and then internationally.

"massive documentation" and, when necessary, executing "guerilla warfare with the bureaucracy" eventually produced the desired result, Post related. "In time the IRS went along with our views as to how business through Lloyd's should be taxed, i.e., mostly not taxed."

The Schmid brothers in Belgium sent Henry Hermann to Oeslau, West Germany, in defense of their profitable U.S. distribution rights to a popular porcelain line of cute little Bavarian children and animal figurines called Hummels. A decade of litigation in both U.S. and German courts ensued, with the brothers successfully outflanking parties that had an interest in stealthily acquiring those rights.

In Indiana, where Eli Lilly was headquartered, Pete Simonds' stature as a trial lawyer broke the ice and, critically, a slew of younger Goodwin Procter litigators established significant practices working nationally on products liability matters with the pharmaceutical giant.

In San Antonio, Texas, the United Services Automobile Association (USAA) contacted Ed O'Dell after hearing him give an industry association presentation

Work beyond the familiar confines of Boston and its environs brought with it more than train rides and jet lag. It brought novelty in the form of customs, cases and colleagues that did much to expand the firm's expertise and clientele.

HUMBLE HUMMELS

Before Berta Hummel joined the Siessen Convent and became Sister Maria Innocentia, she was making sketches of adorable Bavarian children and animals. They had been modeled and manufactured as small porcelain statuettes since 1934.

By the late 1960s, long after the Sister's death, millions of dollars worth of "Hummels" were being exported to the United States annually.



The fight that erupted at that time over American distribution rights eventually involved Berta's 88-year-old mother; two German publishers; W. Goebel Porzellanfabrik, the manufacturer; the 1,200-person Hummelwerk factory in Coburn; the U.S. Bureau of Customs; the U.S. courts; courts in Munich and Stuttgart; the German Supreme Court; and even the convent's Mother Superior.

All this — in the humble words of Hummel's advertising — to satisfy the "American longing for a touch of the Eastern cultural tradition."



NATIVE AMERICAN LAND CLAIMS

The Native American land claim work engaged in by Allan van Gestel and Don Quinn involved both litigation and settlement across the northeast United States.

Land cannot be transferred by lease or sale from a Native American tribe except with consent of Congress. So even as settlement negotiations were proceeding, the lawyers were also appearing before the Senate Committee on Indian Affairs and the House Committee on Public Lands.

The Narragansett claim in Rhode Island meant daily communication with the Rhode Island governor's office and the State House, where many of the negotiations were conducted.

When President Carter intervened, pressing for a settlement, the White House became a venue for negotiation as well.

The many principles that have guided such cases since then find their roots in the Narragansett settlement, and that claim became the model for settling Native American claims throughout the country.



LLOYD'S MEETS THE IRS

Several years after Lloyd's of London syndicates began to do business in the United States, they retained Charlie Post to straighten out the complex tax angles. Post outlined the scenario:

"In London, I met the managing director, who admitted me to the floor where, around the Lutine Bell, each syndicate trader manned his firm's outpost.

"While I was at it, I did a little missionary work for directors' liability coverage; I found Lloyd's very much an old-boy network. The doors were opened to old friends and perhaps their friends,



but there was very little interest in making new friends. Nostrils were slightly distended at the thought of mutual funds and REITs run by unfamiliar people. Obligations were meticulously honored and syndicates were not incorporated, since the corporate form might imply an unseemly desire to limit liability. Change was not sought.

"Marine insurance policy form, for example, was frozen about the time of the *King James Bible* and was completely sacrosanct. Each phrase had a time-honored meaning and

couldn't be changed lest a large body of custom crumble with it.

"The financial complexities had evolved over time. Each peculiarity had once had a functional purpose, but the resulting camel was now accepted as a given. Change was unthinkable.

"Difficult as the structure was to understand, imagine how much more difficult it was to describe in terms acceptable to the IRS, from which we sought rulings! The IRS liked to be told the business reasons for peculiarities, and the creation of some of the layers of funds in Lloyd's was not entirely innocent of tax motivation, albeit British. It was a challenge."

Charlie Post



on the advantages of structuring funds in series companies. USAA was an insurance carrier maintaining two small mutual funds. Taking advantage of Massachusetts business trust provisions, clients operating mutual funds gained vital flexibility. “The beauty of it,” O’Dell later explained, “is that instead of coming out with one fund and hoping it’s successful, you can come out with four or five and an individual can exchange back and forth.”

Massachusetts business trusts and series companies became a firm specialty. Brackett Denniston, who would eventually become GE’s general counsel, began handling litigation for USAA all over the country. Mat Sibble represented the company on private placements of industrial revenue and tax-exempt bonds.

LOCAL CONNECTIONS

Sometimes matters began closer to home and expanded rapidly afield.

The Native American land claim litigation brought in by Don Quinn and managed by Allan van Gestel began with a title claim by Mashpee descendants in and around Boston. A community of



The Woods Hole Oceanographic Institution. The *Crawford*, a smaller boat resembling a naval destroyer escort, is not visible.

IT'S ALL HOW YOU DEFINE IT

The *Crawford* was a 125-foot Coast Guard cutter, a surplus vessel that the Woods Hole Oceanographic Institution wanted to acquire.

Surplus was available upon request to schools and colleges after various government agencies passed.

All parties had passed on the ship, but Woods Hole didn't precisely fit the definition of a school or college. Requirements included having a regular body of students attending classes at regular places with a regular curriculum. But there was nothing regular about Woods Hole, which was more akin to a graduate scientific program for PhDs — without the college.

Moreover, federal regulations governing disposal of surplus equipment were aimed more at items such as jeeps, radios and typewriters — certainly not naval vessels. According to Charlie Post, it would have been easier to qualify a nursery school.

Even so, he and his crew found a way to redefine the characteristics of a “school or college” and facilitate the vessel's transfer. That same work provided Woods Hole with background for important tax matters and for a later effort to win degree granting powers as well.

several thousand people could neither sell nor mortgage their land because of tribal claims. The titles were not marketable. There was a 41-day trial, a win, a win on appeal and a refusal of *certiorari* by the Supreme Court.

This success led to other matters, with the Goodwin lawyers becoming involved in a Narragansett claim in Rhode Island and important Oneida land claims in upstate New York.

The Oneida claims involved a swath of land 50 miles wide, which ran all the way from the St. Lawrence River to the Pennsylvania border — approximately 3.5 million acres with more than a million inhabitants and a line of dispute running all the way back to the Articles of Confederation.

Charlie Post went to Cape Cod to work on the Woods Hole Oceanographic Institution's pension and profit sharing plan. “Internal Revenue had never heard of a profit sharing plan for a nonprofit organization,” he related, “but with a special definition of profit, they went along.” That led to other matters: research contracts, formulas for exploitation of

various inventions, even the acquisition of research vessels.

Dick Nichols sat on the Norton Company board and guided the abrasives manufacturer through a series of acquisitions that transformed it into a national conglomerate, with Goodwin Procter lawyers handling most of the corporate work. Among many mergers and acquisitions, Norton's most dramatic came when it folded in National Research's portfolio of R&D ventures in aerospace, super conducting materials and vacuum equipment. The new high-tech company supplied NASA and the Atomic Energy Commission, among other customers. The work that flowed from Norton went well beyond Boston in the years before Nichols' retirement in 1975.

And in the late 1980s, Don Evans crossed the tarmac at King Abdulaziz International Airport outside Mecca, Saudi Arabia, and took his seat on the return flight to Boston. He had spent the past week in an arbitration for his client Foxboro against Aramco, a wholly owned Saudi government subsidiary. Evans reported a good result when he got back.

BOSTON GLOBETROTTER

Local connections could have long-distance implications at times.

Dick Nichols' instrumental role in Norton's rise to a global conglomerate made something of a globetrotter out of a Boston lawyer.

Norton's original business had been abrasives manufacturing, and it remained a core competency of the conglomerate.



Dick Nichols

On one notable occasion in 1967, Norton sent Nichols around the world to discern the state of grinding-wheel manufacture and assess candidate companies for acquisition.

His passport received stamps in Japan, Australia, the Philippines, Thailand, Singapore, Yemen, Kenya, South Africa, Spain, France and home again.



"In all, we made three trips to Saudi Arabia and one to Bahrain. It was a fascinating experience."

More and more of the firm's clients — in litigation and real estate, corporate law and financial services, and in a cluster of adjacent and connected practices — did business nationally and sometimes internationally in these years. Still housed in Boston, Goodwin Procter was increasingly looking to cast its net across far wider distances.

Somewhere along the way, growth had become a state of mind.

*Don Hurley retired
in 1977. It was the opening
chapter in the story of how
Goodwin Procter crossed an
invisible threshold — from
a large law firm capable of
serving big businesses into
a big business itself.*



CHAPTER 13

TO BIG BUSINESS

O

n the last day of December in 1977, Don Hurley invited Bob Pomeroy into his office for a celebratory cocktail. It was Hurley's last day of partnership. At 10 that night, he was still at his desk, barely able to separate himself from a firm to which he had so totally dedicated himself for 46 years.

Hurley was nearly all-powerful at the time, the biggest billing partner by a wide margin. He and Dick Nichols had essentially run the firm as they had seen fit for the past quarter century. But now a policy of mandatory retirement stared him full in the face.

Hurley hated to retire. He resisted it in every way. He had spent the prior two years in a constant head-to-head with his partners while he thought of reasons why there should be an exception for him. But in the end, he had no choice.

Fred Robbins began his tenure as managing partner in 1976, a year before Don Hurley's retirement. In his last year, Hurley held the newly created position of chairman of the firm, while Robbins held the traditional title of chairman of the executive committee.

"Before I took on the job of managing partner, the partners did not have as much of a voice in firm affairs as they should have. When Don retired and I took over, it became a new era, a democracy – everybody had a voice and voted on everything."

Fred Robbins



THE BACKSTORY

Retirement was mandatory at age 70. The policy had been put into effect almost 20 years before, a child of Dick Nichols' imagination. "It was very innovative at the time," according to Fred Robbins, who served on Nichols' committee-of-two and helped to draft the rule. "Virtually no firm had mandatory retirement for their partners." It was also controversial. Don Hurley had certainly never liked it very much. Nichols' strategy had been to shepherd it through a vote long before any of his partners were even close to feeling its impact.

Nichols himself had gotten out of management in 1970, when he was 65, five years before his own retirement. His health had suffered a bit, and Hurley's growing desire to have a greater voice had brought with it controversy and strain that Nichols felt he didn't need.

When Nichols withdrew from management, Hurley consolidated his control over firm affairs, according to Robbins, who had already been sitting on the nine-member Executive Committee for several years. With Hurley's imminent



FRED ROBBINS

A tax lawyer renowned for his work on the ABA committee that helped develop the ERISA legislation, Robbins was named chairman of the firm's Executive Committee in 1976 and became managing partner later that year.

He performed the delicate and necessary work of forming a governing structure based along more broadly participatory lines.

With a reputation among his partners for absolute integrity and fairness, Robbins led the firm for eight years, stepping down at the end of a self-imposed term limit.

retirement, Robbins was seen as a likely successor.

A potentially awkward transition loomed. Robbins was by no means Goodwin's leading rainmaker but rather a consensus builder, a diplomatic choice who worked well with a wide array of partners. The prevailing view was that a new leadership style was needed, and he was someone his colleagues trusted to run the firm in an open and collaborative manner.

"There were a few people hanging around saying, what's next? Who's the next hero?" Pete Simonds recounted. But what the firm needed at this juncture, said Simonds, was a senior partner with a reputation for absolute integrity and fairness, and a willingness to listen to everyone's goals and capitalize on them. Robbins delivered that in spades.

ROBBINSIAN DEMOCRACY

Fred Robbins began his tenure as chairman of the Executive Committee in 1976, a year before Don Hurley's retirement. It was a strategic decision the partners had made to avoid too abrupt a change. "It was a time I wouldn't want to

go through again,” Robbins remembered. “My major contribution at that point was to keep the peace. I spent most of my time on the Executive Committee getting all the big shots, the big egos, to work together.”

If it seemed like that to Robbins, he was being typically modest. Something else was clearly afoot. The firm was beginning to regroup into a different entity, one that was no longer a group of individual partners, and one with a departmental focus and a much broader basis for attracting business. “We found we had to work not just as a collection of individuals doing individual things,” said Pete Simonds. “We began to face the problems of working together as a firm.”

On a more personal note, Simonds added, “Robbins’ contribution was that he provided the glue, the diplomacy, the judgment. When people get old or start to disappear, there are two ways for things to go. Either new people emerge and there’s a new environment, or things fly apart. Fred came in and said, ‘Nobody goes. I’m going to support Henry Shepard’s efforts in banking. I’m going to support Don Evans, Russ Simpson, Paul Rugo and Dick Floor



BOB FRASER

Fraser was named chairman and managing partner in 1984 with a mandate to align the firm’s organization, operations and governance with what Goodwin Procter had become — a large law practice in need of full-time management.

He implemented the firm’s first formal departmental structure, dividing the legal work into eight distinct categories: Corporate, Trial, Real Estate, Tax, ERISA, Environmental, Probate and Labor.

Fraser also looked outward, providing Goodwin Procter’s support to the city of Boston and its people and institutions.

on the corporate side; Jeff Dando, Joe Haley and Don Quinn in real estate. I’m going to support litigation. We can make the firm grow.”

Robbins added his own observation to the record: “If we worked together, we had a great opportunity to develop this into a leading firm in the city. Which we did. If we didn’t, if we were going to compete internally, then we weren’t going to compete externally.”

FROM A BAND OF PARTNERS TO A BIG BUSINESS

Characteristically, Robbins set a limit for his own tenure as managing partner, giving way after eight years to Bob Fraser. The 88 lawyers that Robbins helped govern when he became Executive Committee chairman in 1976 had grown to 145 when he stepped down as managing partner in 1984. That represented the addition of nearly two lawyers every three months for seven straight years, something the firm had never before experienced.

Significantly, a management committee had been added to the operational mix as well, foreshadowing the coming era of increased firm-wide planning.

"We had arrived at large firm status," Simonds recounted, "with the need for full-time management." The partners had embraced the idea of expansion and the firm was formally reorganized to be led by a full-time managing partner. As Fraser assumed the chair, he basically suspended his practice and devoted himself to management.

Like Robbins, Fraser adhered to a consensus-based approach, giving partners a say and listening to all parties. On the other hand, his tenure at the helm definitely went beyond simple stewardship. Fraser formalized departmentalization. He oversaw the implementation of a two-tiered partnership structure creating equity and income partners. The idea was to retain talent and recognize important contributions from attorneys who would not otherwise have been invited to build careers with the firm.

But perhaps Fraser's most significant, enduring contribution was coaxing his colleagues to acknowledge and embrace the greater civic commitment that Goodwin Procter's expanding stature entailed. This commitment found its



1970: Historic peak of U.S. oil production. **1971:** Bretton Woods monetary agreement collapses. **1972:** Watergate. Nixon closes Federal Reserve gold window. **1973:** Nixon resigns. First OPEC oil supply shock. "Stagflation" grips U.S. **1974:** Stock market crashes. Chicago School of Economics gains ascendancy. **1975:** Saigon surrenders. Recession continues. **1976:** Rapid economic recovery. Apple Computer founded. Supreme Court rules death penalty not cruel or unusual. **1977:** George Lucas debuts *Star Wars*, the movie. Microsoft founded. **1978:** Inflation rises steeply. Airline Deregulation Act passed. Prop 13 eliminates 60 percent of California property tax revenues. **1979:** Second OPEC oil shock. Inflation reaches double digits. Sharp recession begins. Three Mile Island disaster. **1980:** Deregulation of railroads and trucking. Savings and loans partially deregulated. Reagan elected. **1981:** Interest rates rise. Economy plunges back into recession. Inflation begins to drop. Reagan cuts marginal tax rates by 25 percent. Federal debt at \$933 billion. **1982:** Unemployment rises to post-war high at 10.8 percent. Bull market begins. **1983:** Reagan proposes *Star Wars*, the program. **1984:** AT&T is dismantled. Reagan reelected. **1985:** Federal debt reaches \$1.8 trillion. **1986:** Congress rejects *Star Wars*. Space shuttle explodes. **1987:** Ozone hole found over Antarctica. Black Monday crash.

fullest expression in SEED — Support for Early Educational Development.

PLANTING SEED

The venture took shape as Goodwin Procter approached its 75th anniversary. Fraser wanted to mark the occasion with a gesture to the city that had done so much to nurture the firm's growth. He consulted with Simonds, who suggested a charitable contribution to public education in Boston.

As Simonds tells the story, Fraser asked: "How much do you think we can go for?" "A million bucks," Simonds responded. "Do you think we can go that far?" Fraser wondered. "I bet we can," Simonds replied. The plan was ambitious — much bigger than anything a professional services firm had ever done before in such a public way.

Partners subscribed in proportion to their partnership interests. Associates and employees too proved eager to join in the gesture, and they raised contributions of their own. In March 1988, the first of one million dollars in Goodwin Procter SEED grants was disbursed.

GOODWIN PROCTER
1963-1987



GOODWIN PROCTER 75TH ANNIVERSARY

June 1987

GOODWIN PROCTER AT 75

When 1987 dawned and the firm looked back on three quarters of a century, an irrevocable change inhabited the offices and hallways.

New faces were everywhere, and there were many. Clients old and new expressed a loyalty to something bigger than their lawyer alone. It was to a firm with a national reputation and a cluster of mature practices spanning the corporate need. Modern times had arrived.



After half a century in small quarters at 84 State Street, the firm made a pair of big moves over small distances during its next 25 years. First, it was some 500 feet west to 28 State Street. Then it was 500 feet south and east to Exchange Place, at yet a third State Street address — number 55 this time.

THE SECOND OLDEST BURROUGHS

bookkeeping machine in New England was retired in 1975, and the firm replaced it with a computer database system to track time and do billing. IBM word processing was already an office reality, and when the firm moved to Exchange Place in 1985, a full-blown Wang system was put in place.

THERE WAS AN AIR CONDITIONER

in the library at 84 State Street. On hot days the partners could be found there intently studying the *Massachusetts Reports* while the associates, mumbling among themselves, observed, “The last time I saw him with a book in his hand was the hot spell last summer.”

As time went on, the secretaries’ offices got window units (at their individual partners’ expense), but the associates were never permitted such luxury. Never, that is, until associate Robert Monks had the temerity to purchase an air conditioner for his office.

“I found it entirely reasonable,” recalled Monks. “And it barely obstructed my view of the airshaft.”

THE ART COMMITTEE

began the firm’s collection when blank walls at 28 State Street called out. But when the firm moved to Exchange Place in 1985, the new space made many earlier purchases unsuitable. Poster-sized lithographs couldn’t fully command the spacious new lobbies and corridors, which demanded larger and more horizontal pieces.

Not only the spaces had grown. The committee found that purchasing art for an office of more than 750 people wasn’t easy. Almost every piece with unique, artistic merit seemed to make *someone* uncomfortable. But on principle, the committee resisted the purchase of bland art with little merit, and ultimately it judged the effort to have significant rewards.

As committee chair Sandy Batchelder put it: “The art program is important to our office. It establishes a tone. The best pieces provide a challenge to viewers. And then, not a few lawyers have mentioned that it helps them figure out whether they’re on the right floor too.”

“WE WERE UNDERSTAFFED AND OVERWORKED

and we just couldn’t get the work done. So in the spring of 1976, at Mike Steinberg’s suggestion, Jon Schneider, Steve Carr, Don Kennedy, Ed Glazer, Jack Cleary and I formed a committee to write a memorandum to the Executive Committee basically telling them that they weren’t hiring enough lawyers and we needed more bodies.

“We recommended that they increase the hiring from maybe seven to 12 a year, or something like that. We sent the memo on a Friday.

“The following Tuesday we were all called to a meeting at five o’clock. The thrust of the meeting was that they had read the memo and decided they were going to do it.

“I was always amazed, one, that they hadn’t thought about this before and, two, that such a fundamental thing was decided in less than a week’s time. It struck me as bizarre that six associates had more or less decided the firm’s hiring policy.”



Bob Pomeroy

"I WAS THE 94TH LAWYER

when I came, and we still had a letterhead that listed everybody's name, so I was 94th. It was 1982, and that was a big firm in those days. But I knew every face and every name. I used to practice to make sure I knew everyone. With 94, you can do it.

"I found it was a very flat firm, very practical, solution-oriented. We keep clients informed of what could go wrong, but we help the deal along. We make it happen.

"Because the firm was that way — not highly regulated, entrepreneurial — it was a lot easier to adapt. When a new thing happened, you didn't need to ask permission to switch what you were doing or write a business plan. You just did it.

"In the '80s, no piece of work was more important than another, no client. There was no real strategy within the firm, either — the whole thing was growth."



Laura Hodges Taylor

"I WAS THE FIRST PERSON TO TAKE A SABBATICAL

at Goodwin Procter. The sabbatical program was formally put in place in late 1984. I was on the committee that worked out the proposal eventually accepted by the firm. It was offered by seniority, with senior partners having the first option.

"At that time I was a very junior partner, but no one wanted to go — for reasons we could all speculate about. When it got down to me, I said, 'I'll go!' and I did.

"Whatever it says about my dedication to the practice of law and to Goodwin Procter, those six months were the most enjoyable I've had in



the 20-odd years that I've been here. I had a wonderful time by myself traveling around the United States in a van with camping equipment and a sleeping bag. After that I took a trip with my father to the British Isles, which turned out to be his last trip back home.

"I like to think of myself as a pioneer in that instance. It was one of the great experiences of my life."



Don Gould



Pete Simonds

"I SERVED ON THE INCOME DISTRIBUTION COMMITTEE

for three years. It became readily apparent that for some reason we had a system which was working. The history is actually pretty interesting.

"There was a time early in the firm when the partners were more or less equally compensated. It was called the even-steven plan. Then they changed that and went to the point system, with the Allocation Committee concept. For years and years, Nichols and Hurley and Post were the Allocation Committee. The distribution of profits was anything but equal — in fact it was very disproportionate.

"Then as Hurley began to lose power and the younger people became stronger, there was rotation on the Allocation Committee for the first time. The process has really been sort of evolving. After Hurley left, it became a more democratic process, with more rotation on the Allocation Committee.

"Distribution of profits is the most difficult thing you do in a partnership and if you have a system, albeit imperfect, and it works, my suggestion is, don't change it."

"The practice of law in a firm like ours has become a big, corporate-style business. Everything is done at a much faster pace. Everyone is traveling in the fast lane.

"It's still a profession. We try to maintain the highest professional standards, but basically it's a big business, and all the things you have to do to run a big business, you have to do to run this firm.

"But the atmosphere here is still very friendly, very informal. That may sound a little contrary to what I've just said, but it really isn't. We still relate well to one another here."

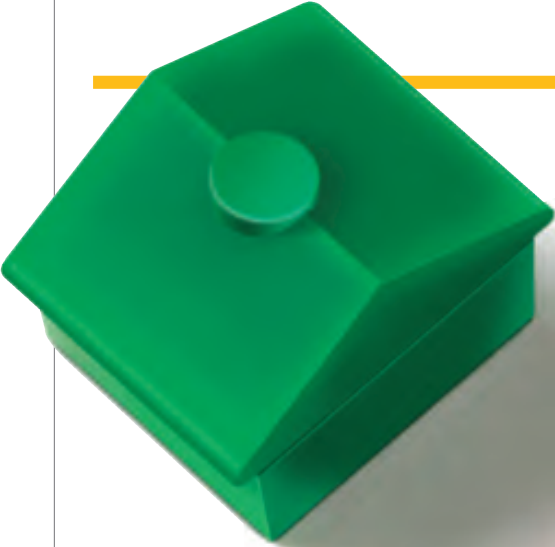


Fred Robbins

CHAPTER 14

THE ONE-ROOF DILEMMA

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With 280 lawyers, Goodwin Procter entered the 1990s as the “largest law firm under one roof in the country,” according to *Massachusetts Lawyers Weekly*. It was an accomplishment the partners frankly relished and, remarkably, the firm had accomplished most of this growth organically, nurturing future partners from the associate ranks.

Continued momentum was expected. “We’ve been doubling every four years for a while now,” Managing Partner Bob Fraser observed at the time.

Challenges loomed, however. Law firms were beginning to merge with one another, acquire other firms and expand into multiple office operations. Clients were driving the consolidation, looking to use fewer firms for a wider range of services.

This trend toward expansion and consolidation was slower to arrive in Boston, but Goodwin Procter's main competitors in the city had already established locations in the nation's capital and others were planning to follow suit. The demise of Gaston & Snow, however, tempered expectations. The venerable Boston firm, which had aggressively expanded into new markets in the late 1980s, collapsed in 1991, setting off bitter, drawn-out bankruptcy proceedings.

The cautionary tale had an impact. Partners approached the idea of new offices gingerly. Under Bob Fraser's watch, the firm largely concentrated on deepening its ties to the Boston community, while individual partners continued to cultivate clients beyond Boston.

BEACHHEAD: WASHINGTON, D.C.

Goodwin Procter did find opportunities to experiment with expansion on a limited scale. A former Senate Banking Committee staffer, setting up a small financial services regulation practice, approached the firm about establishing a D.C. branch. For Goodwin's banking

SO LONG TO TWO OF THE OLD GUARD

A pair of mainstays retired in 1994. Henry Shepard joined the firm in 1957. A protégé of Don Hurley, he foresaw the powerful forces combining to create the modern-day financial services industry and built Goodwin Procter's banking group into one of the nation's largest. "To Henry, everything was a teaching opportunity," one of his partners recalled. "Everything he worked on was a lesson in law and in life." Shepard passed away in 2002.

Henry Shepard



Sam Hoar Jr.

Sam Hoar Jr. joined Goodwin Procter in 1954, two years after the death of his father, whose name graced the firm letterhead for 72 years, along with founders Goodwin and Procter. A superb trial lawyer and devoted land conservationist, Sam Jr. served as the firm's hiring partner for many years and mentored a generation of litigators. He died in 2004.

practice, originally developed by Don Hurley and later expanded by Henry Shepard, the fit was a good one, and the partners, intrigued by the idea of testing the waters in the capital, agreed.

The Washington office launched in 1994 at 901 15th Street. It was a small operation at the start. A few years later, the firm sent partner Tom Hefferon to D.C. with several associates from Boston to begin building a local litigation capability. "The natural thought was, we have a few partners doing mortgage work and generating business that is flowing up to Boston," Hefferon later recalled, "and wouldn't it be good if we actually built off that as a way to grow litigation."

Joining the team in Washington, Hefferon continued the slow cultivation of Goodwin's presence there. The operation expanded bit by bit as opportunities presented themselves. "We didn't know how to do branch offices," Hefferon admitted. "There was less connection than there might have been." Tellingly, when the D.C. office finally grew to significant size through a successful merger a decade later, "branch office" was never a term anyone employed.

RESTLESSNESS

Back in Boston, some of the firm's younger partners were pressing for greater commitment — to expansion and, generally, to structuring and steering the firm forward. Something like a generational split was starting to form. Many of the firm's older partners, running established and dynamic practices, were content to see business proceed much as it had over the last few decades. Others, however, were starting to press for greater cohesion and sharper strategic clarity.

These partners were responding in part to a vision of the firm cultivated during Bob Fraser's period as managing partner. "Bob was beloved," explained Regina Pisa, one of the rising and restless younger cadre. "He made us all feel we were part of something bigger than ourselves. He encouraged us to think like a firm, rather than just a collection of individuals or practices."

For Pisa and her peers, including an especially dynamic class of partners who joined Goodwin in the early 1980s, Fraser's appeal struck a particularly resonant chord. As the firm made its way into

CREDIT WHERE CREDIT IS DUE

"The point I'm trying to make is about a gentleman named Jeff Dando. Jeff was a wonderful transition from Bob Fraser to Regina. In my eyes, he's a Goodwin hero. He let us open up the New York office!"



Gil Menna

"Earlier on, a lot of law firms realized that they didn't really *need* a London office or a D.C. office. That was us, basically, and we were pretty happy.

"Personally, I was always wary of expansion.

"But we eventually came around to the opposite decision. We made a different judgment, and I think we were right both times. We were right to stay small the first time and then right to be huge. But the huge part? That's all Regina and Gil."



Jeff Dando

the mid-1990s, they began to press to have Goodwin Procter sort and sift through what it was and what it might become. The firm, in the eyes of its younger partners, was only going to live to its full potential if it took full control over its collective fate.

BEACHHEAD: NEW YORK

Continuing the firm's long tradition of innovation in the real estate capital markets space — established by Allan Higgins, Charlie Post and Bill King before him — Gil Menna, in the mid-'90s, was guiding his practice to new heights and taking the shuttle to New York on a weekly, and sometimes daily, basis to get deals done. He was also pressing his partners to make the leap and commit to a New York office to deepen and leverage the firm's relationships there.

Establishing a local presence in New York represented a challenge of the first order. "Most firms that come here from out of town don't have any idea what they're in for when they come to New York," observed Rob Insolia, the partner who would join Goodwin Procter

to establish the New York office.

Menna met Insolita across the table closing a REIT transaction. He took notice and began sounding out Insolita about moving to Goodwin Procter and helping to establish a local office. His pitch: Goodwin Procter had an impressive real estate capital markets practice but, ultimately, it was going to need a New York presence.

“What I didn’t realize at the time,” Insolita recalled with amusement, “was that he was courting me as an ambassador without portfolio. He was doing this largely on his own.” It was classic Goodwin Procter. Menna, in entrepreneurial fashion, was taking the initiative and exploring opportunities.

Insolita, despite his comfortable practice and the inherent risks, was excited by the prospect and on August 11, 1997, he and four attorneys from his former firm established Goodwin Procter’s New York office. In October, they moved to 599 Lexington Avenue, which would be the firm’s New York home for nearly 11 years.

Regina Pisa



Jeff Dando

Regina M. Pisa was a 42-year-old financial services and M&A lawyer in 1998 when she was chosen to succeed Jeff Dando.

Pisa was the nation’s first woman to lead a top law firm as chairman and managing partner. Her leadership ushered in a period of rapid growth.

NEW LEADERSHIP

By this time, Managing Partner Jeff Dando was sensing that the firm needed a new level of commitment to change course. To lend momentum to the effort, he declared his intention to retire in 1998.

The committee to select Dando’s successor made a dramatic choice. It named Regina M. Pisa, a 42-year-old financial services and M&A lawyer, to lead the firm.

Goodwin Procter had put the partnership in the hands of a younger generation that was ready to rethink fundamental assumptions about the enterprise. Looking back on this point of inflection, Insolita captured the mood. “There was a whole bunch of like-minded people doing interesting things in different areas,” he remembered. “I was 40 when I opened the New York office. Regina was 42 when she became chairman. Gil had the most significant practice in the firm, at 40 or 41. It was a place where relatively young people could play a major role.”

CHAPTER 15

ROCKET SCIENCE

In selecting Regina Pisa to lead the firm, the partners signalled that they were willing to rethink fundamental assumptions about how Goodwin Procter did business.

Throughout its first 90 years, the firm had found its way forward by relying on individual partners to grow their practices as they saw fit. The results were impressive, if not precisely planned.

The coming era would require more focus, planning and coordination among practice areas and lawyers. In short, Goodwin Procter would have to learn to think strategically.

In 2000, with new leadership installed and a new millennium at hand, the entire partnership held a retreat to consider what Goodwin Procter would be and how it would move forward.

“Strategic planning seemed like rocket science to law firms then,” one participant later observed. Indeed, the impulse ran counter to traditional thinking in both the field and the firm.



“I think you should be more explicit here in step two.”

COLLECTIVE ENTREPRENEURISM

Goodwin Procter's attorneys prided themselves on being professionals and valued the ethos of partnership that operated at the core of their common enterprise. No one imagined the firm should become anything like a corporation, hierarchically governed with command-and-control structures.

At the same time, the firm needed to pull together a cohesive, coherent plan of action. Market surveys indicated that Goodwin Procter was well-regarded but also that it had become a diffuse offering from clients' perspectives. As Pisa put it, "The market said to us, 'Goodwin who?'"

Eventually the partners found a term to describe what they wanted to accomplish. *Collective entrepreneurship* became the new watchword. "Previously, no piece of work was more important than another, no client," recalled partner Laura Hodges Taylor. "There was no real strategy within the firm, either — the whole thing was growth. 'Collective entrepreneurship' was how we translated our egalitarian, no-authority style into something more effective." The firm's various

SOMETHING BIGGER THAN OURSELVES

"We had a new generation raised by Bob Fraser to believe that we were really part of something bigger than ourselves. We believed we had to think like an institution.

"That seemed to dovetail beautifully with the fact that we were facing real threats in the marketplace. We wanted to know what the plan was for the future.

"We went off and we thought about this and decided, first, that to be competitive we needed to be a national firm.

"We also decided that we had to *choose* the strategic practices that would lead our efforts to become a national firm, and then *choose* the geographic markets that presented the greatest opportunities for growth in those practices.

"And we'd have to invest deeply in them if we wanted to establish a significant presence."



Regina Pisa

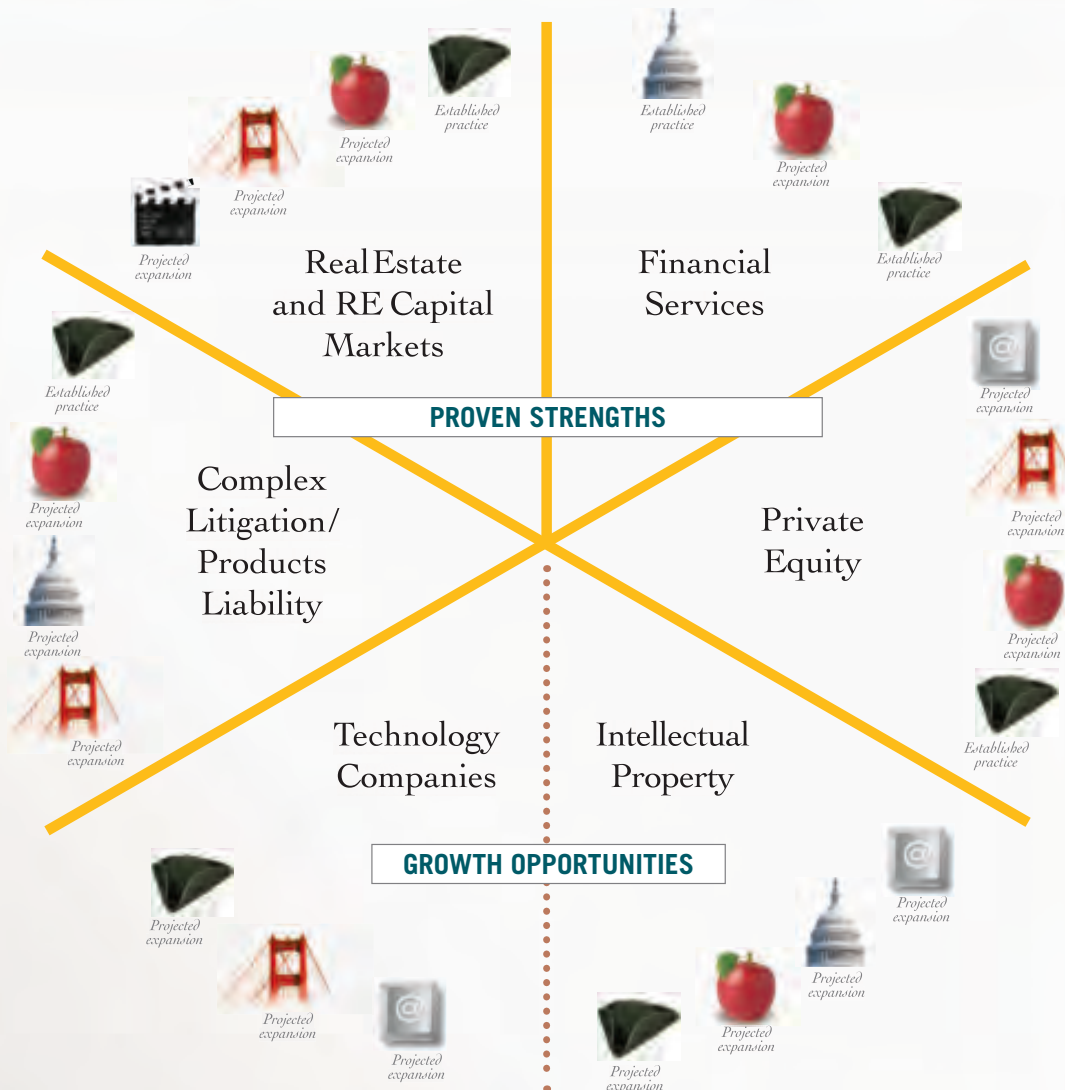
practice groups would remain entrepreneurial, self-formed and bottom-up, but they would be realigned to work more commonly and collaboratively.

Inevitably, getting there was going to require rearrangements and, to some extent, redefinition of the firm's practice groups. Goodwin Procter had to figure out more precisely what kind of law firm it was and wanted to become, and that, in turn, meant designating strategic priorities. "In order to execute a strategic plan," Pisa observed, "everybody's got to give a little something in order to get something more."

As for where to place strategic emphasis, Goodwin Procter's partnership took the imperative of becoming a national firm as its starting point. "For us," Pisa explained, "that didn't mean we were going to open offices in all 50 states. It meant we were going to choose certain practices that we thought could be among the top five or six in the country."

The sensitive work of sorting out options took the better part of a year and a half. Task force members weighed ideas, and the entire partnership extended the conversation at another retreat in 2001.

2001



The plan that emerged from the 2001 partnership retreat set a goal: the firm would be a top-five national player in six practices. The markets that would best support these six areas followed naturally and became the initial office expansion plan.

EXISTING OFFICE LOCATIONS (2001)

Boston New York Washington, D.C.

PLANNED OFFICE LOCATIONS (2001)

San Francisco Silicon Valley Los Angeles

DEBUT OF A GRAND PLAN

The plan that emerged in 2001 identified six core practices around which to build future growth. The first four, some developed over generations, were proven strengths that would serve as building blocks to deepen expertise, reputations and client rosters.

Goodwin would continue to offer complex litigation services, including products liability and mass torts. It would sustain its leadership in real estate and real estate capital markets. It would extend and deepen an already robust financial services capability. And it would broaden an innovative private equity practice. The latter, led by John LeClaire, had its roots in the corporate and early venture fund work done by partners Chuck Goodhue, Bill Gorham and Dick Floor.

The plan also identified two areas in which Goodwin had begun to make inroads but had not yet attained critical mass. IP and technology would become priorities as the firm put its plan into effect.

Six strategic practices formed the core of the firm's first strategic plan — a

AND DEBUT OF A PRO BONO PLAN

Hand in hand with the growing attention to strategic practice development and office expansion, the firm cast a critical eye on its pro bono practice as well.

The pro bono plan actually preceded the big-picture practice strategy by a full year. The firm's ethos of service ran deep and its commitment was clearly strong. There were many who wanted the commitment to be formalized and institutionalized.

Banking partner Bill Mayer expressed interest in chairing what would be the firm's first Pro Bono Committee.

That committee was officially formed in 1999 and created a formal process to support that work. Mayer served as committee chair for the next 10 years. He was succeeded by litigation partner Ken Parsigian.



The firm began publishing an annual report of its pro bono work in 2000.

combination of historic strengths on the one hand, and what were characterized as “our greatest opportunities” on the other. A seventh focus, securities litigation and white collar defense, was added in 2010.

“We organized the firm the way our clients organized their businesses,” noted Pisa.

From this starting point, other elements of the plan aligned themselves. The question of where Goodwin Procter should establish offices now came into focus. “We were going to choose the geographic markets that best supported the practices we had chosen,” Pisa affirmed.

Boston, of course, was a given, and the new plan also confirmed the wisdom of having an established presence in Washington and New York. “There was a lot of literature that said in order to be a national firm you had to be in five of the eight major markets for legal services,” Pisa recalled. “And we had clients telling us that you can’t be a national firm if you’re not in California.” Accordingly, three future locations were identified to support these strategic priorities: San Francisco, Silicon Valley and Los Angeles.



CHAPTER 16

THE CASE FOR CRITICAL MASS



One outcome of articulating a strategy was to embolden the partnership to make a series of moves. The first three strengthened the firm in the New York, Washington and Boston markets.

The New York office grew through a pair of acquisitions that delivered on two of the practices targeted in the new growth plan: IP and complex litigation. There was an opportunistic character to this expansion — the firm saw an opening in 2000 and 2001 to invest in New York and seized it.

By contrast, the second and third moves, in Washington and Boston, respectively, were carefully executed elements of a mature plan. A blockbuster merger with D.C.'s Shea & Gardner in 2004 achieved critical mass in the nation's capital, and the successful acquisition of nearly 90 Testa Hurwitz lawyers when that Boston firm broke apart in 2005 expanded Goodwin Procter's technology practice in striking fashion.

N.Y. BY ACQUISITION

In 2000, Goodwin Procter made a first step, folding in 27 lawyers from a northern New Jersey firm. That move initially looked as though it would bolster Goodwin's New York presence and deepen its expertise in both IP and technology, but it grew rocky as the Internet bubble burst and the tech economy slumped.

The episode failed to dampen Goodwin's gathering sense of momentum, however. The following year, the firm invited in 13 lawyers from a small New York products liability shop, absorbing a docket of new clients.

That move was genuinely fateful, for among the clients Goodwin Procter inherited was Teva Pharmaceuticals, a generic drug manufacturer — and a promising prospect. During the 1980s and 1990s, Paul Ware and other lawyers in the firm's litigation department had begun handling intellectual property trials. Sensing new opportunities, Ware and the recently acquired Teva client team approached the company about taking on its patent litigation. Teva expressed interest but made clear it would need a major



1988: Credit Suisse merges with First Boston. PanAm Flight 103 breaks apart over Lockerbie.

1989: Dylan joins the Dead onstage. *Exxon Valdez* ruptures in Alaskan waters. **1990:** East and West Germany reunite. Polish Communists call it quits. **1991:** AT&T acquires NCR. Soviet Union breaks up. **1992:** Chemical acquires Manufacturers Hanover. Czechoslovakia splits in two.

1993: European Union officially created. Bell Atlantic/TCI merger falls apart. **1994:** Israel signs peace treaty with Jordan. Baseball players strike; World Series cancelled. **1995:** U.S. space shuttle docks with Russian space station. Larsen Ice Shield breaks up. **1996:** Chase merges with Chemical. Prince Charles and Diana divorce.

1997: IBM acquires Lotus. Civil war erupts in the Congo. **1998:** Exxon merges with Mobil. Impeachment proceedings seek to separate Clinton from his presidency. **1999:** Jerry Seinfeld and Jessica Sklar connect. Jerry Hall and Mick Jagger part ways after 22 years. **2000:** Glaxo Wellcome acquires Smith-Kline Beecham. MS Excel works to split function. **2001:** Barry Bonds joins 500 Club. Sotomayor quits women-only club. **2002:** Caesium joins the condensates. NASA theorizes that comets break up again and again. **2003:** Columbia University Expansion Project announced. *Columbia* space shuttle disintegrates. **2004:** Kmart and Sears announce their merger. Shaq and Kobe break up. Shaq is traded.



commitment from Goodwin Procter. Was the firm ready, willing and able to staff up an intellectual property and patent litigation team capable of doing the work?

That was a tall order. An earlier version of Goodwin Procter might have hesitated, asking for time to consider and build consensus. Goodwin Procter circa 2001, however, with its newfound strategic focus, made an immediate commitment.

Anchored by Teva IP work, the firm's New York office began to acquire the critical mass necessary for the long term. A generic drug manufacturer, Teva was “not afraid to challenge existing patents,” noted Ware, and a steady flow of work followed. New York was on track.

D.C. BY MERGER

The firm's Washington office, meanwhile, was still looking for some way to acquire critical mass of its own. By the early 2000s, the office had grown to several dozen lawyers, most handling regulatory issues connected with the mortgage finance industry. A handful of other lawyers supplemented this core.

None of the work, however, amounted to the makings of a strategically sound foundation. In search of more stable footings, Goodwin Procter's leadership scouted merger opportunities. They found what they were looking for in 2004 with Shea & Gardner.

Founded in 1947 by Francis Shea and Warner Gardner, a pair of former New Deal officials from the FDR administration, Shea & Gardner had nurtured an accomplished and highly prestigious practice through the second half of the 20th century. The firm specialized in complex litigation and though it remained relatively small (60 lawyers by 2000), it regularly attracted some of the brightest young associates in the country to its ranks and served an A-list of clients any firm would be proud to have.

Merger made strategic sense for both parties. From Shea & Gardner's perspective, indefinite survival as a small, elite litigation shop was starting to look uncertain as behemoth multi-office law firms encroached on the local market. From Goodwin Procter's point of view, Shea & Gardner offered an opportunity



A WORLD-CLASS IP PRACTICE

The 2001 acquisition of a premier products liability practice in New York brought with it unexpected dividends.

The practice's client Teva Pharmaceuticals, a giant generic drug manufacturer, challenged Goodwin Procter to build significant practices in IP and patent litigation to fully service its account.

Goodwin accepted the challenge, and the process of building a world-class IP practice was underway.

SHEA & GARDNER

The 2004 merger accomplished with top-notch litigation shop Shea & Gardner brought instant weight and credibility to Goodwin Procter's Washington office. And it brought real expertise and confidence in the ticklish art of merger and integration.

Over the next several years, the office would add groups of financial services, IP, life sciences and private equity attorneys and expand to more than 100 lawyers. Former Shea & Gardner Chairman John Aldock would continue his leadership role at Goodwin Procter, chairing the firm's D.C. office.



to achieve critical mass in Washington in a single stroke, drawing in top-flight litigation talent in the process and joining forces with a healthy local firm that offered a roster of blue chip clients.

Equally important, the merger looked like a good fit culturally. "We made a decision early on," recounted John Aldock, Shea & Gardner's chairman at the time, "that we wouldn't merge with anybody who was bigger in Washington than we were. We were going to be in control of our own destiny as an office — at least for a while.

"We also wouldn't merge with anyone who didn't share our cultural values, practice values — valuing first-rate product over just business. We believed that no product went out that door unless it was first rate, regardless of what it took to get it out the door. And then, we wouldn't merge with a firm that didn't believe in pro bono either." Shea & Gardner also wanted 100 percent of its people to make the move. "Everyone: the secretaries, bottle washers — no picking and choosing," Aldock recalled.

Regina Pisa made the initial

approach, sounding out Aldock about a possible union. He later admitted he hadn't known much about Goodwin Procter beforehand. But he and his partners did their due diligence and liked what they saw.

Pisa, for her part, moved with appropriate sensitivity. Shea & Gardner was not interested in being "acquired," and Pisa made it clear that Goodwin Procter saw the opportunity as something more organic.

Shea & Gardner's partners were assured that Goodwin was a firm based on merit. It was not in business solely to enrich its partners. At this stage, Goodwin was trying to fashion itself into a national law firm. It was inviting Shea & Gardner's partners, associates and staff to join in that effort. "The pitch was very low key," recalled Aldock. "It was never, 'Come be a branch office.' It was, 'You can be part of this vision. We're building a legacy.'" It proved to be an irresistible invitation.

BOSTON BY STORM

"You can't take a bold step as a law firm — given its horizontal ownership and



A BRILLIANT INAUGURATION

"There were really no surprises in the course of dating and marriage.

"Well, maybe one . . .

"We made the decision to merge during the summer of 2004. In October, Goodwin had their new partners' dinner. There were partners being made in-house and then there were all of us from Shea & Gardner.

"They had the dinner in Boston. I thought it was a brilliant inauguration tool. We all flew up, 30 partners and our spouses, however many we were.

"It was arranged that there would be six partners in Boston who would host dinner parties and five of us would attend each. So they broke us up, which I thought was a great idea.

"And then suddenly Regina says, 'Well, we're not going to miss any parties, are we?!' So we found ourselves in a car, and Regina and I visited all six parties. It was a great touch."



John Aldock

economic structure — unless you have an abiding faith as a partnership in the judgment of your leaders," observed partner Stuart Cable.

This was proven once again in late 2004, when newspapers first broke the story of disaffected partner departures and liquidation rumors at the venerable Boston firm of Testa Hurwitz & Thibault.

Testa was a big player in the tech field, one of Goodwin's strategically targeted practices. The possibilities attracted immediate attention at 53 State Street.

With the blessing of firm management, Stuart Cable reached out immediately and was put in touch with Testa partner Bill Schnoor. An event was needed to start the conversation, so a lunch was scheduled at Cable's home. Six key Testa partners and an equal number from Goodwin were in attendance. Pisa articulated Goodwin's vision. The Testa lawyers asked questions.

Schnoor had a single key question: was Goodwin interested in something small or something truly strategic? The opportunity was enormous and Goodwin's answer was unambiguous: truly

strategic. Coincidentally, the firm had just taken out an option on another floor — 75 Testa lawyers could be at Goodwin within months.

Afterward, Schnoor remembered walking down the driveway back to his car, speaking with Jocelyn Arel, a younger Testa partner. “Bill,” she told him, “I don’t know where *you’re* going to work, but I’m going to Goodwin,” at which point Schnoor recalled saying, “Well, then I guess I’ll have to come too.”

With a core group onboard, Pisa moved quickly to form an ad hoc committee to work on “Project Bluebird.” The team — Laura Hodges Taylor, Paul Ware, Paul Gauron, John Englander, Cable and Pisa — spent the next three weeks holed up in conference rooms interviewing more than 150 Testa lawyers, one by one, over the course of many late nights.

Goodwin’s speed was a competitive advantage. Out-of-town law firms, hearing of Testa’s fate, had taken up residence in Boston hotel rooms trying to recruit the same Testa lawyers.

Ultimately, they could not compete. As Schnoor commented on Pisa, “She was



A WILLINGNESS TO BET BIG

The acquisition of nearly 90 top lawyers from Testa Hurwitz in 2005 demonstrated Goodwin’s willingness to invest and bet big.

“I think having the courage to make real investments is characteristic of our recent history.”



Stuart Cable

able to size people up and connect with them very quickly.” The Project Bluebird team was able to act swiftly and decisively because the partnership had already approved a strategic plan committing to the tech space — this was the execution of that plan.

In the end, nearly 90 Testa lawyers had joined Goodwin Procter. “The opportunity to bring together the very best of a generation of lawyers from two fine firms at Goodwin was a once in a lifetime opportunity,” said Pisa. The *Boston Globe* called it possibly “the biggest coup in Boston legal history.”

The decision to go all-in on tech with a Testa group that was nearly 90-lawyers strong positioned the firm to build one of the nation’s dominant law firm tech practices.

Was the acquisition of the group strategic, opportunistic, fortuitous? “I think it was a little bit of all those things,” judged Cable in the aftermath, “but it was definitely decisive.”

One thing was certain — it opened the door wide to the next move, across the continent to California and beyond.

CHAPTER 17

CALIFORNIA & BEYOND

W

e need to be in Silicon Valley, tech partners affirmed when the Testa Hurwitz group arrived in 2005. Goodwin Procter's leadership had already offered strong assurances that it understood this imperative and intended to act on it.

"Everything pointed west. Our market research told us: You have to be on the West Coast. Our tech partners told us: We have to be in Silicon Valley. Our capital markets clients told us: You have to be in LA and San Francisco. Our own internal plan had told us that several years ago."



Regina Piva

You need to be in LA and San Francisco, capital markets clients told the firm. This was certainly true as well.

But the firm determined to move selectively, courting particular lawyers who would fit culturally, building tightly focused practice capabilities. The preliminary research was intensive and deliberate.

For all that, the California campaign unfolded rapidly and dramatically. In a 14-month period from April 2006 to June 2007, the firm opened five offices in the Golden State with a slew of



lateral hires that brought established practices as well as vital new capabilities. Serious reconnaissance began around 2004: talking to consultants and peer firms, scouting out options and identifying potential moves. By 2012, more than 130 Goodwin Procter lawyers were practicing in California — as well as a handful in new offices in Hong Kong and London — buttressing the firm's core practices and greatly extending its footprint.

NORTH AND SOUTH

While individual practices were formulating their own expansion wish lists, the firm's leadership decided that real estate, being already national in scope and longer established than tech, was the best lead in California. Ed Glazer recalled, "It's obviously hard asking anyone to be the first lawyer in California, and it's a challenge to find such a person. The judgment was that it would be easier to do in real estate, where we already had name recognition."

As things broke, the first opportunities surfaced almost simultaneously in the north and south. Research and

Dick Floor



FRIENDS AND CLIENTS

Over a legal career that spanned 44 years, Dick Floor played an integral role developing Goodwin Procter's corporate practice and overseeing its expansion to New York and nationally.

The quintessential trusted advisor, Floor was beloved by his clients. "It was always unclear whether all of Dick's clients were his friends or all of Dick's friends were his clients," one of his partners recalled.

Floor leveraged these client relationships to the great benefit of the firm's more junior lawyers, providing access and challenging work early in their careers. He believed this to be an essential part of the mentoring process.

Floor passed away in 2010.

recruiting bore fruit when Lew Feldman in Century City, just outside LA, and then Paul Churchill in San Francisco, both with thriving real estate practices, were persuaded to join the Goodwin fold. With a commitment to follow through and expand from these initial beachheads, the firm set up offices in Century City and San Francisco in April 2006.

IN BETWEEN

Getting a foothold in Silicon Valley was notoriously difficult. "This market is dominated by insiders," observed lateral partner Jonathan Axelrad, a longtime Valley veteran. The credibility afforded by Goodwin Procter's venture capital practice would help, but only to a point. "The venture capitalist on the West Coast will say, 'We love you, but if you're not here in the Valley, you can't refer business to us,'" explained John Egan. "You're not in the ecosystem. You're an interloper."

Numerous other "interlopers" had run up against these challenges and failed to break through. "When I was at Wilson Sonsini," Axelrad recalled, "we would hear routinely about East Coast law firms

THE LATERAL FILES: A TRIALOGUE

John Egan (JE): If you look at our tech practice today, it's dominated by laterals. Maybe 50 percent of the firm as a whole now consists of laterals, but it's probably 90 percent in the tech practice.

Anthony McCusker (AM): I was at Gunderson for 14 years working with tech companies and VC firms before joining Goodwin.

Jonathan Axelrad (JA): I was at Wilson Sonsini working with VC firms for 17.

AM: I was looking for two things really, the right platform — broad based and national, in a bunch of different areas — and a spirit of collaboration.

JA: Those were critical for me as well. VC fund formation has grown increasingly complex. It's international, diversified and subject to an expanding set of regulatory constraints. It was clear our clients needed some skills that were beyond what we could bring to the table. I was already reaching outside the four corners of Wilson for collaborators on a routine basis.

AM: Goodwin knew that was a problem in a lot of places. They made the point early on that all the necessary resources were here. They said, "We have people here who do all of these things, and you know they'll reach out to you." And they all *did*.

JA: We were also looking for a firm that understood the technology practice in Silicon Valley.

JE: Our intention has always been to recruit people who were *embedded* in Valley culture. I think if you're not actually there in the Valley, you can't really understand what's happening at ground zero. The pace of investment is more frenetic, capital formation is quicker, there are more entrepreneurs . . .

AM: It's more casual too. Our clients are often 20-somethings . . .

JE: A lot of people subscribe to the theory that the velocity of change is caused by the absence of non-competes. In California, you can leave a company one day and go work for their biggest competitor the next. It's easier for people to get happy feet and start a new company.

JA: We all knew Goodwin had successfully integrated a large part of the former

Testa Hurwitz. They obviously *did* understand what it meant to service a tech company. That mattered.

AM: At its core, understanding Silicon Valley means a lot of things. It means understanding why a little company with two guys and an idea can be a useful client to some giant law firm, why we should defer our fees for a while, nurture them, why we should spend our time with some outfit that may pay us only \$5,000 or \$10,000 in the first several months. You can go from starting a company up to selling it three years later for \$400 million, so you need to be able to scale with those clients as that happens.

JE: The thing is it's very personal in the tech and venture space. You're usually dealing with the CEO or with a venture capital partner. They have sole authority to decide who they work with.

AM: You've got to be relevant to these people. It's a very relationship-intensive practice.

JE: You sit in board meetings with them and a relationship develops — and a comfort level, which is hard to replace.

JA: So we made the leap and joined Goodwin. And that first week was a *profoundly* disorienting experience.

JE: There were *a lot* of times when we thought we weren't going to make it.

JA: We show up at Goodwin's office in Palo Alto — which had room for about 25 attorneys — and I think there were all of six or eight there, total. I probably looked white as a ghost. Kathy Fields basically took me by the hand, sat me down, told me to breathe deeply and said it was going to be okay. She was right. I was joining the beginning of what's been a pretty dramatic success

story here in the Valley.

AM: I would say we're the first non-indigenous law firm that's created a true Silicon Valley practice.

JE: We're one of the four or maybe five destination law firms here now.

AM: A lot of New York firms have come here and done underwriting work or public offering work, you know, but we can say, Hey! We do a *Silicon Valley* practice. It's a very meaningful difference.

JA: I'm not working any more hours than I worked before, but the thing is that the firm as a *whole* is putting in more hours servicing my clients. That's a result of the collaboration I was looking for.

AM: I'm pretty thrilled with what this office has accomplished in a few years, but there's no way we're done. We want to be number one in this market, and it's a long race. In 20 years maybe we'll talk about being in the late stages of development — but it's still early!

JE: It's definitely still a work in progress.

JA: But it's good. We're growing. It's working. If people in this office were unhappy, the word would spread through the Valley pretty fast and recruiting would grind to a halt. That hasn't happened, so we must be doing something right.



John Egan

Anthony McCusker

Jonathan Axelrad

setting up offices in Silicon Valley and we would smirk, because we knew by experience what that meant. They would come and plant the flag and get 10 or 20 lawyers here who would mostly do work that was sourced out of their East Coast offices. They were never going to understand the Silicon Valley culture and they were never going to be a threat.”

Goodwin Procter was determined to go about things differently. The firm scouted its moves carefully, targeting and selecting local lawyers with established practices and relationships.

Other strengths came into play as well. Setting up in Los Angeles and especially in nearby San Francisco, for instance, sent a clear signal: Goodwin Procter was making a sustained and full-scale commitment to the region. The recent acquisition of the Testa Hurwitz lawyers helped a lot too from the perspective of Silicon Valley prospects. It was another signal of commitment and an ability to integrate partners who understood the unique dynamics and demands of the technology field.

Initial recruiting efforts led by



THE PITCH

“What Regina did was ask a lot of good questions about our existing practice, what made us happy and what made us unhappy, and then basically she said, ‘Listen guys, you can have everything you want.’”

“All the resources you don’t have, that are holding you back? We *have* them. We have a great hedge fund practice, we have a great real estate fund practice, we have a great private equity fund practice. Venture capital — you know we have a good practice, but it’s not as great as we *want* it to be, and you guys would be the jewels in the crown. So instead of trying to build everything from scratch where you are, why don’t you try it here with us?”

“And it was an effective pitch. Because we had *tried* the alternatives.”



Jonathan Axelrad

Kevin Dennis and Kathy Fields focused on the venture capital/investment side of the tech industry, building upon established credentials and relationships. For their part, attorneys already practicing in the Valley found Goodwin Procter’s overtures persuasive. With its broad expertise in fields such as real estate capital markets, private equity, ERISA, litigation and others, Goodwin offered a deep bench, pools of needed expertise and increasingly important opportunities for collaboration.

Egan summed it up: “Potential laterals came to Goodwin and they said, ‘Oh, you guys have a fund formation practice that includes private equity, hedge funds, alternative investments. You’ve got securities people supported, you have tax people supported, so I can suddenly practice at a higher level.’”

“They said that distinguishes us, and as the tech industry matures and we have a lot of tech companies with multi-billion dollar valuations, we’re going to have a lot of companies with real operations, real issues, who’ll have to borrow money, pay taxes. The level of legal exper-

tise required will increase, and we'll be really well-positioned to service those clients relative to the other law firms they used in the past."

The logic proved compelling, drawing a steady stream of Silicon Valley attorneys who signed onboard. Goodwin Procter pulled in clients with its incoming partners, establishing first a foundation on the investment side among the region's venture capital firms, and then beginning to cultivate attorneys skilled in working with tech companies themselves.

Within a few years of opening the Silicon Valley office, the firm had attracted a critical mass of 60 attorneys there.

SOUTH AGAIN

Another piece of the puzzle was added in March 2007, when the firm set up another California office in San Diego — a market that had not figured in original strategic thinking, but one which offered the chance to bolster the firm's biotech and life sciences practices. The subsequent addition of a team of IP partners, including current office chair David Kleinfeld, cemented operations there.



LOOKING OVERSEAS

By 2006 and 2007, other law firms were already spreading out maps, sticking in pins, establishing substantial footprints and trying to scale up. Goodwin's plan was studious and prudent. Hong Kong and London were targeted as the two appropriate gateways east and west.



AND BEYOND

Even as Goodwin Procter planted itself on the West Coast, partners were looking farther afield. The same dynamics that were drawing the firm across the country were also pointing overseas. The firm's work in private equity, venture capital, technology and fund formation was rapidly globalizing. "We realized we had a choice," Stuart Cable said. "Either we watch our clients use their capital to expand overseas with us — or without us."

Other law firms were already making global plays by this time. Goodwin, for its part, moved judiciously. In London, the firm weighed opportunities to merge with existing firms of comparable sizes, but opted instead for a more surgical entry strategy. When the collapse of Heller Ehrman in 2008 created the opportunity to bring in Brian Smith, a prominent London real estate lawyer, the partners agreed the time had come to set up a small London office and build it around Smith.

His untimely death dealt the venture a setback just as it was getting underway, but the firm decided to follow

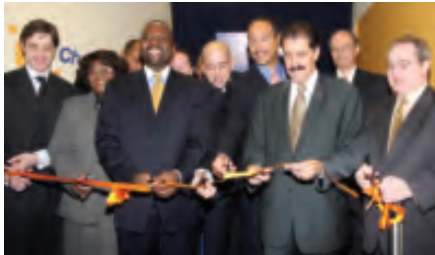
GIVING BACK AT 100

From its earliest days, Goodwin Procter has cultivated a tradition of public service and pro bono work. The firm has committed resources to serve its communities frequently and with enthusiasm.

"We're not just any law firm; our resources are extremely valuable," said former pro bono chair Bill Mayer. "We owe it to ourselves and we owe it to our community to apply our resources in a way that creates the largest impact."



Work on behalf of the National Law Center on Homelessness and Poverty, led by Jeff Simes, made tangible inroads on behalf of homeless children. A class action lawsuit resolved in 2005, brought with Goodwin's pro bono partner NLCHP, secured access to public school education for homeless children — a landmark decision that radiated from New York (where the suit was brought) outward across the nation. Simes earned the ABA's Pro Bono Publico Award for his work.



Bill Stern led a team of Goodwin attorneys that helped form CheckSpring Bank, a *de novo* chartered commercial bank in the South Bronx. Created as a community-based banking institution with the goal of offering convenient, affordable and quality banking services, CheckSpring serves a neighborhood where people had relied on check cashers and predatory lenders for basic financial services.

Celebrating its 10th anniversary in 2011, Goodwin Procter's Neighborhood Business Initiative is a community outreach program that provides pro bono business legal services to low-income entrepreneurs and small-business owners in underserved neighborhoods throughout Greater Boston. Led by Anna Dodson, NBI is overseen by a committee of Goodwin Procter partners, associates and professional staff.



Led by Ken Parsigian, firm attorneys scored a major victory in 2007 when they overturned the conviction and death sen-



Kenneth Richey

tence of Kenneth Richey and ultimately freed him from prison in Ohio.

More than 75 Goodwin Procter lawyers worked on the case over 15 years, devoting millions of dollars in time and resources. Both Parsigian and the firm earned recognition from the ABA for work on the Richey case.

In the nation's capital, John Moustakas led a team representing Joseph Heard, illegally imprisoned in a D.C. jail for nearly two years. Unable to hear or speak, and functionally illiterate, Heard could not communicate with anyone about his unlawful incarceration. After Heard was freed from detention, the team negotiated a substantial settlement on his behalf and set up a trust for his settlement funds.



through anyway. Regina Pisa and Martin Carmichael made a series of trips to London looking for someone to fill Smith's shoes. "As Regina likes to say, we kissed a lot of frogs," Carmichael recalled. David Evans, a real estate funds lawyer, became the prince.

Similar instincts and methods prevailed in Asia. Preliminary reconnaissance indicated that Hong Kong, the region's financial capital, was the logical place to start. The Hong Kong legal scene at the time was described as "hyper-competitive."

As with London, a partner noted, it was decided that "if we could find the right people, and it's always about people, we would make a measured first step in Asia." Yash Rana, a Goodwin Procter attorney, agreed to serve as the firm's pioneer in Hong Kong. Brian McDaniel, a fund lawyer who had been working in the Silicon Valley office, joined the project as it launched. The Hong Kong office opened for business in 2008.

Establishing a credible presence is a daunting challenge, but the venture has already shown some impressive results.

2005: Facebook expands service to six million people in 800 college networks. Adidas expands footprint in New York's Soho, opening largest-ever shop. Ben & Jerry's expands political activism, creating largest-ever baked Alaska to protest drilling in the Arctic National Wildlife Refuge. **2006:** Taliban expands control. Bird flu expands range. UW-Madison expands scooter parking. Toro expands snowblower recall — in August. **2007:** Lowe's expands in Canada. Nike expands in China. Comet Holmes' coma expands in asteroid belt. Microsoft Word expands text-wrap options. **2008:** Amtrak expands random security sweeps. City of Pittsburgh expands recycling. Army expands retention bonuses. M&M expands candy line, adds green. **2009:** Chinese economy expands. GMAC leasing options expand. Use of 311 New York muni-info line expands, Mayor Mike Bloomberg answers millionth call. **2010:** Consumer credit expands in United States. Apple retail operations expand in London. Afghan War expands into Pakistan. Arsenic bug discovered in Mono Lake, definition of life expands. **2011:** Popularity of *The Girl with the Dragon Tattoo* expands. Popularity of Facebook expands; 845 million users spend average of seven hours per month using online network — equivalent to 22,169 years per day. **2012:** Yeast expands. Frozen water expands. Toy balloons expand. Expansion joints on the Golden Gate Bridge expand. The volume of the visible universe expands 3.6×10^{-35} percent per year. And work still expands to fill all available time.

Working on the scene with local Chinese counsel, and with Rana coordinating a global team back in Goodwin's U.S. offices, by 2011 the Hong Kong partners had already executed high-profile transactions and deals worth hundreds of millions of dollars.

Early results have been encouraging. Still, the firm's international ventures are stories that are just beginning.

Whatever form Goodwin Procter takes globally, a few enduring lessons seem to hold. "You can't succeed from 10,000 miles away," Cable observed. "You have to empower people on the ground to make the decisions, win the clients and execute the business."

In other words, Goodwin Procter would succeed in global markets the same way it had in the United States: by providing excellent legal service and strategic partnership, but also by applying resourceful, entrepreneurial, opportunistic effort.

GOODWIN PROCTER AT 100

Incredibly, the partnership born on a Boston sidewalk and nurtured on the fifth floor of the old India Building stands today at 321



Goodwin

Procter

women and men. The firm boasts another 1,231 talented lawyers and professional staff as well. We speak 36

languages and hail

from 483 colleges and 99 law schools. We occupy nearly a million square feet in nine cities. We work across 24 time zones.

Perhaps no less incredibly, we have nonetheless held true to the spirit of our founders. It defines what we are today: entrepreneurial, efficient, collaborative and collegial. While much will continue to change, we expect this, our core, to remain a constant.

The Partnership 2012

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"Talented lawyers all have big egos, and the stakes are high. They all want to do their own thing, and they all want their own recognition — this and that. It's easy for them to have falling-outs. Other firms have done it. We didn't have that."



Fred Robbins

"As a firm gets older, it develops a goodwill and a personality of its own. It becomes more important than its individual members. It becomes a living organization all by itself."



Dick Nichols

"Goodwin's always been a very collective environment, particularly at the practice level."

"If the phone rang right now with a pitch opportunity and it involved several different practices, we'd make some calls and people would be on a plane and on their way. Seniority? It doesn't matter. It's the culture."



Rob Involia

"This is not just a profession. This is not just a business. It's also a community and a family for many people. It's all of those things. It's bigger than just a place to work. It's a firm that has a heart and soul."



Regina Piva

"I started a partnership with Bob Goodwin and have never had occasion to regret the step."



Joseph Procter

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