

BAKER DONELSON BEARMAN, CALDWELL & BERKOWITZ, PC

A Report on Baker Donelson's Pro Bono Program

February 1, 2009 through January 31, 2010

Jonathan Cole, Chair, Pro Bono Committee

Lisa W. Borden, Pro Bono Shareholder

Members of the Pro Bono Committee: Marnee Baker, Caroline Boswell, John Calendar, Clint Crosby, Sherry Dolan, Henry Levi, Tim McConnell, Lori Patterson, Carla Peacher-Ryan, Lynn Reynolds, David Rueff, Clinton Sanko, Kelli Thompson, Susan Wagner, Melissa Wibbens, Brent Young, Myra Staggs (Marketing) and Elizabeth Rabon (Administrative Support).

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OUR PRO BONO COMMITMENT – PROGRESS AND RESULTS

Commitment to pro bono and community service has deep roots at Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C. Baker Donelson's attorneys strive every day to proudly carry on the legacy of founders such as Sen. Howard H. Baker, whose career in public service as a senator, presidential advisor and ambassador has carried over to his continuing service to organizations such as the Nature Conservancy and the National Parks 2nd Century Commission, and Abe Berkowitz, an early civil rights advocate whose outspoken opposition to segregation in Birmingham in the 1950s and 60s was a direct contributor to the governmental changes that unseated racist Public Safety Commissioner Bull Connor.

Our commitment to pro bono took on a more formal role in 2005 when Nashville shareholder Jonathan Cole led an effort to establish a Committee to implement programs to promote the quality and quantity of pro bono work being performed. Two years later in 2007, we launched an initiative to take our pro bono program to the next level. The Firm created a new position and tapped Birmingham shareholder Lisa Borden to work with the Pro Bono Committee in overseeing development and administration of pro bono programs, the first firm to do so in nearly all the Firm's markets. We adopted a formal pro bono policy and provided billable hour credit to all attorneys for up to 20 hours per year of pro bono work, and as many as 70 hours for first through third year associates. The Firm also established itself as the leader on pro bono in Tennessee, Alabama, Mississippi, and Louisiana.

As set forth in the Firm's Pro Bono Policy, "we recognize that as attorneys we have an obligation to contribute to the communities in which we practice, and to the justice system." We also recognize that there are of sound business reasons to encourage broad-based participation in pro bono work throughout the firm, including professional development, favorable recognition by our communities and by current and potential clients, and enhanced recruiting opportunities. Moreover, engagement in pro bono work advances the Firm's Strategic Plan, which calls for us to "attract and retain the best and the brightest people, of great personal character, who embrace our shared beliefs of integrity, diversity, accomplishment, mutual respect and support and a commitment to the betterment of our communities, our nation, and our profession."

One of the biggest indicators of the success of our revamped pro bono structure is that the firm has doubled its pro bono hours and average hours per attorney:

Fiscal Year	2008	2009	2010
Hours	5603.80 (avg. 10.5)	8505.60 (avg. 15)	11741.65 (avg. 21.3)

This report documents our progress, and describes our challenges and plans for the future.

PRO BONO WORK THROUGHOUT THE FIRM

Attorneys across Baker Donelson devoted generous amounts of time, energy and resources over the last year to providing pro bono representation to many individuals and organizations in order to meet legal needs that would otherwise go unmet. Our attorneys' devotion to pro bono work has been recognized with many awards across the Firm during the last year. Our greatest reward, however, is the difference we make in our communities.

Pro Bono activities in each office

Below are just a few examples of the outstanding pro bono activities and achievements of our attorneys Firm-wide.

Atlanta

A major pro bono activity in Atlanta over the past year has been our handling of litigation for the Atlanta Task Force for the Homeless. Attorneys and staff in the Atlanta office have devoted hundreds of hours to successfully keeping the doors of the Task Force open despite the concerted efforts of the City of Atlanta and a downtown business group to shut the Task Force down. Unfortunately, while those efforts have thus far not closed the Task Force, they have succeeded in keeping volunteers away from the HELP clinic that was originally located there. We are continuing to look for a new home for the Atlanta HELP clinic. A number of our Atlanta attorneys are active with the Pro Bono Partnership of Atlanta, which provides free legal assistance to qualified non-profit organizations, and associate Valerie King was recently named its 2009 Volunteer of the Year.

Birmingham

Attorneys in the Birmingham office provide a wide variety of pro bono services to their community. The Birmingham Homeless Experience Legal Protection (HELP) clinics, which operate at two Birmingham shelters (the Old Firehouse Shelter for men and the First Light Shelter for women and children), continue to be a big success. Birmingham attorneys also participated in legal clinics for the indigent during Pro Bono Celebration Week in October, and are accepting individual cases from the Birmingham Volunteer Lawyers Program. Two of our Birmingham shareholders serve on the board of the BVLP. Birmingham attorneys are currently representing two indigent Alabama death row inmates in post-conviction proceedings, and participate in a number of projects for Alabama Appleseed.

Chattanooga

Attorneys in our Chattanooga office have poured their heart for the less fortunate into many projects to assist low income individuals, non-profit organizations and, in particular, organizations that benefit those struggling with addictions and disabilities. Through Legal Aid sponsored clinics, our attorneys assisted many individuals with legal problems ranging from domestic matters, minor criminal problems and civil litigation.

Jackson

Our Mississippi attorneys give a substantial amount of time to support their state by assisting in clearing out the criminal court backlog – they act as volunteer prosecutors to keep cases moving along. On the other side of the coin, Jackson's pro bono award winner this year, Jesse Mitchell, was a key member of the team that successfully defended a client in a triple murder case. In addition, Jackson's attorneys are enthusiastic supporters of the Stewpot legal clinic and the Legal Line hotline that provides telephone advice to qualified callers.

Knoxville

The Knoxville office handles a wide variety of civil litigation pro bono matters, many of which are referred by Legal Aid of East Tennessee. Assistance to non-profit organizations is also a frequent activity in Knoxville, where no one did it better this year than Kelli Thompson, who devoted more than 200 hours to her pro bono clients.

Memphis

Our Memphis office recently launched the Memphis HELP program, which will operate a monthly clinic at the Hospitality Hub downtown. Lori Patterson will serve as the volunteer coordinator, and conducted a very successful recruitment meeting. Our Memphis attorneys continue have an active pro bono practice through work for Memphis Area Legal Services, the Humane Society, a local organization that advocates for the deaf, and the "Attorney-of-the-Day" Courthouse Advice Clinic at the Shelby County Courthouse. The clinic takes place every Thursday afternoon, and its volunteer lawyers provide free advice to the public regarding such matters as landlord-tenant disputes, consumer credit issues, bankruptcy cases and domestic relations concerns.

Nashville

The Nashville HELP program, which operates a monthly clinic at the Room In The Inn shelter, is coordinated by Melissa Wibbens. Because of our active participation in HELP, and in the Nashville Bar Association's pro bono efforts, the firm was recently named the Nashville Bar Association's Pro Bono Law Firm of the Year. Nashville attorneys also continue to represent an indigent death row inmate in post-conviction proceedings.

New Orleans

Our New Orleans attorneys are very active in a host of legal assistance clinics operating in New Orleans, including the original Homeless Experience Legal Protection program clinics. Sherry Dolan of New Orleans has recently agreed to become the coordinator of the newly established homeless court in New Orleans. New Orleans attorneys frequently represent clients referred by the Pro Bono Project of New Orleans in many different matters, including domestic relations, domestic abuse and child custody matters, as well as hurricane-related legal woes that continue to linger. The firm was named the Pro Bono Project of New Orleans' Law Firm of the Year for

2009, and many of our individual New Orleans attorneys were also honored for their service to that organization.

Washington, D.C.

Our Washington attorneys continue to be devoted to their representation of the Community for Creative Non-Violence (CCNV), an organization dedicated to serving the needs of the homeless population in the D.C. area, in litigation and in providing general legal advice.

Cross-Office Activities

Over the last year, we have continued to develop our involvement in and relationships with organizations that provide opportunities for us to make a lasting impact with our pro bono activities across the Firm, and we have recently launched a new program that offers greater opportunities for corporate attorneys to get involved.

Appleseed

Appleseed is an international network of non-profit organizations that work to address the root causes of poverty and injustice. Unlike most of our pro bono work, which deals with the legal needs of particular individuals or organizations, our work with Appleseed allows us to contribute, on a broad-based policy level, to solutions for the chronic problems that prevent underprivileged populations from gaining ground. Issues tackled by Appleseed organizations include such matters as basic constitutional reform, laws affecting disaster relief, delivery of health care to the poor, access to banking, and indigent defense systems, just to name a few.

Currently, there are 16 Appleseed organizations in the U.S. and Mexico. Our attorneys are working closely with Louisiana Appleseed and Alabama Appleseed on a number of different projects, and two shareholders, Donna Fraiche and Lisa Borden, sit on their boards.

In Louisiana, the Firm has made very substantial contributions to Appleseed's efforts to address Katrina-related disaster relief issues, and to reform laws related to disaster response in order to improve response to future disasters. New Orleans associate Kathlyn Perez was honored by Appleseed for her leadership and dedication on this project in 2008, and we have continued to support this and other ongoing work by Appleseed, and Phyllis Cancienne was part of a group that received the 2009 Good Apple Award for its work on equity in education. Attorneys in New Orleans also have made significant contributions to Appleseed's work to improve access to financial and banking systems for Hispanic populations.

In Alabama, Birmingham attorneys are working on constitutional reform efforts, potential litigation concerning unlicensed day care centers, Katrina relief, heir property, and health care reform projects.

In addition to continuing to develop our relationships with the Louisiana and Alabama Appleseed organizations, we hope to expand our involvement to Georgia and Washington, D.C., where Appleseed branches are currently in place. In addition, we will consider assisting the national Appleseed organization in establishing new local organizations in Mississippi and Tennessee.

Baker Donelson Non-Profit Institute

Nashville Shareholder Steve Eisen developed this concept for an outreach to non-profit organizations. A group of Baker Donelson attorneys, trained by Steve and Carolyn Schott, will provide a standard list of basic services to the boards of non-profit organizations that qualify for pro bono services. These services will include board training on rights and responsibilities, charter and bylaw review and updating, and director liability analysis. Providing these services to non-profit boards will have a number of benefits for the Firm, including professional development for corporate associates and the opportunity to interact with board members, who are often executives from businesses we either represent or would like to represent.

In December 2009, we conducted a Firm-wide training videoconference for attorneys interested in participating in this program. About 50 attorneys attended the training, and several of those have begun providing these services to non-profits in their areas. A BDNI page is being developed for Bakernet to provide easy access to updated forms, manuals and other materials for our attorneys.

Homeless Experience Legal Protection

Homeless Experience Legal Protection (HELP) is a volunteer program involving attorneys, law students, and law firm secretaries and paralegals in cities across the country. HELP volunteers provide legal assistance, help with benefit applications, and notary services to homeless clients at homeless shelters and service centers. HELP began in New Orleans in early 2004, when a newly appointed federal district court judge, Jay Zainey, accompanied his fellow judges to serve a meal at a local shelter. While serving the meal, Judge Zainey began to think how much more an attorney could do for the shelter clients, and how that kind of service could change people's lives. With that simple but electrifying thought, HELP was born. Judge Zainey began to round up volunteer lawyers to staff a weekly clinic at the shelter, and had more success than he had ever imagined. Soon he had hundreds of lawyers, clinics in more than one shelter, and the desire to do even more. HELP began to expand to other cities, prodded and encouraged by Judge Zainey, and helped along by law firms who were volunteering in New Orleans but also had offices in other cities. Today, HELP volunteers are providing free legal services to the homeless in over 15 cities and the list continues to grow.

Baker Donelson attorneys have been an integral part of the HELP program since its inception. Many of our Louisiana attorneys have participated in staffing the New Orleans clinics. When Judge Zainey decided to expand the program to Atlanta, he contacted New Orleans attorney Sherry Dolan for assistance. Sherry put Judge Zainey in touch with Pro Bono Shareholder Lisa Borden and, with assistance from Henry Levi and Clint Crosby, a clinic was launched in August 2008 at the Task Force for the Homeless on Peachtree and Pine Streets in downtown Atlanta.

Our attorneys worked with the shelter director to set up the clinic, and staffed the first two months. Our Atlanta office also organized a recruitment meeting to seek volunteers from other law firms.

The HELP expansion effort continued in Birmingham. Our Birmingham office identified two shelters, the Firehouse Shelter for men and the First Light shelter for women and children, as hosts for the clinics, and worked with the shelter directors to set up and organize the system. In October 2008, the Birmingham office hosted a very successful recruitment drive that included federal judges and the American Bar Association President. In November 2008, our Birmingham attorneys staffed the first month of the clinic, serving about 40 clients. While volunteer recruitment has been somewhat difficult in Atlanta due to political infighting between the City and the shelter, Birmingham enjoys an overabundance of volunteers. Both clinics are fully staffed by a different firm each month throughout the year, and our Birmingham office continues to oversee coordination.

The Nashville office has established a monthly HELP clinic at the Room In The Inn shelter in downtown Nashville. Several other Nashville firms and many independent attorneys have to participated in staffing the clinics, which are coordinated by Melissa Wibbens. Melissa attends each monthly clinic and acts as a resource for volunteers from other firms.

The Memphis HELP clinic is the most recent HELP program established by Baker Donelson. The first of these clinics at the Hospitality Hub in downtown Memphis will take place in the Spring of 2010. The volunteer recruitment meeting for the Memphis program was very well attended, and included remarks by Tennessee's Chief Justice. Several other federal and state court judges also came to the meeting. Lori Patterson will serve as volunteer coordinator.

In addition to the Firm's work in establishing and staffing HELP clinics for the homeless, the Firm also was the driving force in creating a website for the program. Please visit the site for more information at www.homelesslegalprotection.com. We have also established a Facebook page and a Google discussion group for HELP.

The big new development on the horizon for HELP is a project to establish homeless courts in the locations where HELP clinics currently operate. The initial homeless court project in New Orleans is already underway, with Sherry Dolan at its helm. An expansion of the effort to Birmingham is planned for the near future, and attorneys and judges in Nashville and Memphis have also expressed interest.

AWARDS AND RECOGNITION

Outside the Firm

Baker Donelson's outstanding pro bono work has earned the attention of several pro bono agencies and organizations over the last year.

Edmund S. Muskie Pro Bono Award: The Tort and Insurance Practice Section of the American Bar Association presented the Edmund S. Muskie Pro Bono award to Atlanta shareholder Linda Klein in recognition of her career-long dedication to access to justice.

Alabama State Bar Pro Bono Award: The Alabama State Bar presented its 2009 Pro Bono Award to the Birmingham HELP program, which was established and continues to be coordinated by our Birmingham office. The award was accepted by Lisa Borden at the Alabama State Bar meeting in July 2009.

Nashville Bar Association Pro Bono Law Firm of the Year: Baker Donelson was named the NBA's Pro Bono Law Firm of the Year for 2009. The award was won largely, but not entirely, due to the Firm's establishment and coordination of the Nashville HELP clinic at Room In The Inn.

Pro Bono Project of New Orleans Law Firm of the Year: The Pro Bono Project of New Orleans honored Baker Donelson as its 2009 Law Firm of the Year. During 2009, 15 of our attorneys handled 40 cases for the organization, donating more than 1000 hours of pro bono time. In addition, our Firm partnered with the organization to organize its fundraising event, the Justice For All Ball, and to present a program on pro bono and professionalism during Pro Bono Celebration Week.

Pro Bono Project of New Orleans Distinguished Service Award: Sherry Dolan was individually honored for her distinguished service to the Pro Bono Project of New Orleans. Whether she was working on the Justice for All Ball, or taking a family law case, or mentoring other pro bono attorneys, or working on a continuing legal education program for the organization and its volunteers, Sherry volunteered well over 100 hours during 2009, and was a driving force in making Baker Donelson the 2009 Pro Bono Law Firm of the Year.

Pro Bono Partnership of Atlanta Volunteer of the Year: Atlanta associate Valerie Woodrick King was named Volunteer of the Year by the Pro Bono Partnership of Atlanta for her outstanding service, both to the organization and to its non-profit clients. Valerie serves on the board of directors, and has assisted numerous non-profit organizations with a wide variety of corporate legal concerns.

Louisiana Appleseed Good Apple Award: Presented to the Louisiana Bar Foundation Fellows Class of 2008 Class Project Participants, including Phyllis Cancienne, for their pro bono assistance to ensure equitable allocation of funding for special needs students in Louisiana public schools.

THE NUMBERS

Presented below are the statistics representing our pro bono performance during the last fiscal year, and our progress over prior years, together with an analysis of where we are and how far we need to go to achieve the goals set for the pro bono program.

Total Pro Bono Hours

	<u>2/1/07 to 1/31/08</u>	<u>2/1/08 to 1/31/09</u>	<u>2/1/09 to 1/31/10</u>
Associate:	2695.70	3613.80	3987.20
Of Counsel:	547.30	1138.80	1669.75
Shareholder:	2360.80	3753.00	6084.70
TOTAL:	5603.80 (avg. 10.5)	8505.60 (avg. 15)	11741.65 (avg. 21.3)

Our average 21.3 pro bono hours per attorney compares with 15 from last year, and approximately 10.5 average hours per attorney two years ago.¹ That we have doubled our pro bono hours during a two year period speaks volumes about the commitment of the Firm, and of individual attorneys, to advancing the cause of access to justice.

¹ Also compare with 4203 reported pro bono hours in 2005 (about 10 hours per attorney) and 5201 pro bono hours in 2006 (about 11 hours per attorney). These numbers were most likely inflated, however, since there were many files being maintained as "pro bono" which would not qualify as such under our definition.

Pro Bono Honor Roll

The following attorneys recorded 50 hours or more of pro bono time during the last fiscal year:

<i>200 hours or more:</i>	<i>101-199 hours</i>	<i>50 to 100 hours:</i>
Lisa Borden Michael Dawkins Steven Hall Robert Liddon Gary Shockley Matthew Sweeney Kelli Thompson Melissa Wibbens Phillip Zane	Robert Arentson David Bearman Marlene Bidelman-Dye Gary Brown Ivy Cadle Evan Caffrey Thomas Caldwell David Carn Jim DeLanis L. Nicole James Valerie King Anne Mathes Alan Moore Linda Peacock Damany Ransom	Howard Baker Jed Beardsley Sheryl Bay Jennifer Brunetti John Calendar Lawrence Clark Jonathan Cole Kathryn Cooper Bruce Doeg Sherry Dolan Steve Eisen John Exner Pete Ezell Adam Flock Rusty Fortenberry Sheri Fox Kevin Garrison Beverly Gates Steve Goodwin Ursula Holmes Julie Kavanaugh Henry Levi Catherine Long David Maron Robert McDowell Mark Mercante Laura Merritt Jesse Mitchell Liz Moccaldi Scott Newton Will Norton Emily Plotkin Ron Powers Frederick Salvo Vincent Schilleci Carolyn Schott Nathan Smith

