# Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

**2009**

**This Form is Open to Public Inspection**

## Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

**A** This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

**B** This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

**C** If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

**D** Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

## Part II Basic Plan Information—enter all requested information

**1a** Name of plan
MAYER BROWN LLP USA SAVINGS PLAN

**1b** Three-digit plan number (PN) ▶ 004

**1c** Effective date of plan 01/01/1985

**2a** Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
MAYER BROWN LLP

71 SOUTH WACKER DRIVE
CHICAGO, IL 60606-4637

BENEFITS DEPARTMENT
CHICAGO, IL 60606-4637

**2b** Employer Identification Number (EIN)
36-1447220

**2c** Sponsor's telephone number
312-782-0600

**2d** Business code (see instructions)
541110

**Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.**

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

| | | | |
|---|---|---|---|
| **SIGN HERE** | Filed with authorized/valid electronic signature. | 10/15/2010 | DIANE BULLINGTON |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | | | |
| | **Signature of employer/plan sponsor** | Date | Enter name of individual signing as employer or plan sponsor |
| **SIGN HERE** | | | |
| | **Signature of DFE** | Date | Enter name of individual signing as DFE |

**3a** Plan administrator's name and address (if same as plan sponsor, enter "Same")
MAYER BROWN LLP

71 SOUTH WACKER DRIVE
CHICAGO, IL 60606-4637

**3b** Administrator's EIN
36-1447220

**3c** Administrator's telephone number
312-782-0600

**4** If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:
**a** Sponsor's name

**4b** EIN

**4c** PN

| | | | |
|---|---|---|---|
| **5** | Total number of participants at the beginning of the plan year | **5** | 3186 |
| **6** | Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**). | | |
| **a** | Active participants | **6a** | 2067 |
| **b** | Retired or separated participants receiving benefits | **6b** | 0 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 1058 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 3125 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | 0 |
| **f** | Total. Add lines **6d** and **6e** | **6f** | 3125 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 3008 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 67 |
| **7** | Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) | **7** | |

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2G 2J 2K 3B 2R 3F

**b** If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

**9a** Plan funding arrangement (check all that apply)

| | | |
|---|---|---|
| **(1)** | | Insurance |
| **(2)** | | Code section 412(e)(3) insurance contracts |
| **(3)** | X | Trust |
| **(4)** | | General assets of the sponsor |

**9b** Plan benefit arrangement (check all that apply)

| | | |
|---|---|---|
| **(1)** | | Insurance |
| **(2)** | | Code section 412(e)(3) insurance contracts |
| **(3)** | X | Trust |
| **(4)** | | General assets of the sponsor |

**10** Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

**a Pension Schedules**

| | | |
|---|---|---|
| **(1)** | X | **R** (Retirement Plan Information) |
| **(2)** | | **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary |
| **(3)** | | **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary |

**b General Schedules**

| | | |
|---|---|---|
| **(1)** | X | **H** (Financial Information) |
| **(2)** | | **I** (Financial Information – Small Plan) |
| **(3)** | | **A** (Insurance Information) |
| **(4)** | X | **C** (Service Provider Information) |
| **(5)** | X | **D** (DFE/Participating Plan Information) |
| **(6)** | | **G** (Financial Transaction Schedules) |

| SCHEDULE C (Form 5500) | Service Provider Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2009**<br>**This Form is Open to Public Inspection.** |

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

**A** Name of plan
MAYER BROWN LLP USA SAVINGS PLAN

**B** Three-digit plan number (PN) ▶ 004

**C** Plan sponsor's name as shown on line 2a of Form 5500
MAYER BROWN LLP

**D** Employer Identification Number (EIN)
36-1447220

## Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

### 1 Information on Persons Receiving Only Eligible Indirect Compensation

**a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

**b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

BANK OF OKLAHOMA, N.A.
ONE WILLIAMS CENTER TOWER
TULSA, OK 74172

**(b)** Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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**2. Information on Other Service Providers Receiving Direct or Indirect Compensation.** Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

**(a)** Enter name and EIN or address (see instructions)

BANK OF OKLAHOMA, N.A.

ONE WILLIAMS CENTER TOWER
TULSA, OK 74172

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 19 21 25 37 52 59 60 63 64 | TRUSTEE | 26972 | Yes [X] No [ ] | Yes [X] No [ ] | 6086 | Yes [ ] No [X] |

**(a)** Enter name and EIN or address (see instructions)

UBS

1 NORTH WACKER DRIVE
CHICAGO, IL 60606

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 54 62 63 65 71 99 | NONE | 180913 | Yes [X] No [ ] | Yes [X] No [ ] | 70132 | Yes [ ] No [X] |

**(a)** Enter name and EIN or address (see instructions)

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| | | | Yes [ ] No [ ] | Yes [ ] No [ ] | | Yes [ ] No [ ] |

**(a)** Enter name and EIN or address (see instructions)

| **(b)** Service Code(s) | **(c)** Relationship to employer, employee organization, or person known to be a party-in-interest | **(d)** Enter direct compensation paid by the plan. If none, enter -0-. | **(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | **(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | **(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | **(h)** Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| | | | Yes ☐ No ☐ | Yes ☐ No ☐ | | Yes ☐ No ☐ |

**(a)** Enter name and EIN or address (see instructions)

| **(b)** Service Code(s) | **(c)** Relationship to employer, employee organization, or person known to be a party-in-interest | **(d)** Enter direct compensation paid by the plan. If none, enter -0-. | **(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | **(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | **(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | **(h)** Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| | | | Yes ☐ No ☐ | Yes ☐ No ☐ | | Yes ☐ No ☐ |

**(a)** Enter name and EIN or address (see instructions)

| **(b)** Service Code(s) | **(c)** Relationship to employer, employee organization, or person known to be a party-in-interest | **(d)** Enter direct compensation paid by the plan. If none, enter -0-. | **(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | **(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | **(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | **(h)** Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| | | | Yes ☐ No ☐ | Yes ☐ No ☐ | | Yes ☐ No ☐ |

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| | | |
| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. | |
| | | |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| | | |
| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. | |
| | | |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| | | |
| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. | |
| | | |

## Part II Service Providers Who Fail or Refuse to Provide Information

**4** Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

## Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

| | |
|---|---|
| **a** Name: | **b** EIN: |
| **c** Position: | |
| **d** Address: | **e** Telephone: |

Explanation:

| | |
|---|---|
| **a** Name: | **b** EIN: |
| **c** Position: | |
| **d** Address: | **e** Telephone: |

Explanation:

| | |
|---|---|
| **a** Name: | **b** EIN: |
| **c** Position: | |
| **d** Address: | **e** Telephone: |

Explanation:

| | |
|---|---|
| **a** Name: | **b** EIN; |
| **c** Position: | |
| **d** Address: | **e** Telephone: |

Explanation:

| | |
|---|---|
| **a** Name: | **b** EIN; |
| **c** Position: | |
| **d** Address: | **e** Telephone: |

Explanation:

# SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

## DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

**2009**

**This Form is Open to Public Inspection.**

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

**A** Name of plan
MAYER BROWN LLP USA SAVINGS PLAN

**B** Three-digit plan number (PN) ▶ 004

**C** Plan or DFE sponsor's name as shown on line 2a of Form 5500
MAYER BROWN LLP

**D** Employer Identification Number (EIN)
36-1447220

**Part I** **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

**a** Name of MTIA, CCT, PSA, or 103-12 IE: ABN AMRO INCOME PLUS FUND

**b** Name of sponsor of entity listed in (a): ABN AMRO TRUST SERVICES COMPANY

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| 03-0373646-007 | C | 30873722 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

## Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

# SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

**2009**

**This Form is Open to Public Inspection**

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

**A** Name of plan
MAYER BROWN LLP USA SAVINGS PLAN

**B** Three-digit plan number (PN) ▶ 004

**C** Plan sponsor's name as shown on line 2a of Form 5500
MAYER BROWN LLP

**D** Employer Identification Number (EIN)
36-1447220

## Part I Asset and Liability Statement

**1** Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

| Assets | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **a** Total noninterest-bearing cash | 1a | | |
| **b** Receivables (less allowance for doubtful accounts): | | | |
| **(1)** Employer contributions | 1b(1) | 17169962 | 14413244 |
| **(2)** Participant contributions | 1b(2) | | |
| **(3)** Other | 1b(3) | 357301 | 88902 |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | 62901136 | 58633413 |
| **(2)** U.S. Government securities | 1c(2) | 4710340 | 3717861 |
| **(3)** Corporate debt instruments (other than employer securities): | | | |
| **(A)** Preferred | 1c(3)(A) | | |
| **(B)** All other | 1c(3)(B) | 4885978 | 6973430 |
| **(4)** Corporate stocks (other than employer securities): | | | |
| **(A)** Preferred | 1c(4)(A) | 931754 | 1522500 |
| **(B)** Common | 1c(4)(B) | 22939915 | 27876319 |
| **(5)** Partnership/joint venture interests | 1c(5) | | |
| **(6)** Real estate (other than employer real property) | 1c(6) | | |
| **(7)** Loans (other than to participants) | 1c(7) | | |
| **(8)** Participant loans | 1c(8) | 8401519 | 8066323 |
| **(9)** Value of interest in common/collective trusts | 1c(9) | 33025852 | 30873722 |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | | |
| **(11)** Value of interest in master trust investment accounts | 1c(11) | | |
| **(12)** Value of interest in 103-12 investment entities | 1c(12) | | |
| **(13)** Value of interest in registered investment companies (e.g., mutual funds) | 1c(13) | 227396255 | 317774037 |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | | |
| **(15)** Other | 1c(15) | 3747867 | 339837 |

| | | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|---|
| **1d** | Employer-related investments: | | | |
| | **(1)** Employer securities | 1d(1) | | |
| | **(2)** Employer real property | 1d(2) | | |
| **e** | Buildings and other property used in plan operation | 1e | | |
| **f** | Total assets (add all amounts in lines 1a through 1e) | 1f | 386467879 | 470279588 |
| | **Liabilities** | | | |
| **g** | Benefit claims payable | 1g | 0 | |
| **h** | Operating payables | 1h | | |
| **i** | Acquisition indebtedness | 1i | | |
| **j** | Other liabilities | 1j | | |
| **k** | Total liabilities (add all amounts in lines 1g through1j) | 1k | 0 | 0 |
| | **Net Assets** | | | |
| **l** | Net assets (subtract line 1k from line 1f) | 1l | 386467879 | 470279588 |

## Part II Income and Expense Statement

**2** Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

| | Income | | (a) Amount | (b) Total |
|---|---|---|---|---|
| **a** | **Contributions:** | | | |
| | **(1)** Received or receivable in cash from: **(A)** Employers | 2a(1)(A) | 14891635 | |
| | **(B)** Participants | 2a(1)(B) | 18612432 | |
| | **(C)** Others (including rollovers) | 2a(1)(C) | 1188787 | |
| | **(2)** Noncash contributions | 2a(2) | | |
| | **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 34692854 |
| **b** | **Earnings on investments:** | | | |
| | **(1)** Interest: | | | |
| | **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | | |
| | **(B)** U.S. Government securities | 2b(1)(B) | 32 | |
| | **(C)** Corporate debt instruments | 2b(1)(C) | | |
| | **(D)** Loans (other than to participants) | 2b(1)(D) | | |
| | **(E)** Participant loans | 2b(1)(E) | 403929 | |
| | **(F)** Other | 2b(1)(F) | | |
| | **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 403961 |
| | **(2)** Dividends: **(A)** Preferred stock | 2b(2)(A) | | |
| | **(B)** Common stock | 2b(2)(B) | 65089 | |
| | **(C)** Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | 6360830 | |
| | **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 6425919 |
| | **(3)** Rents | 2b(3) | | |
| | **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | | |
| | **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | | |
| | **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | 0 |

| | | | (a) Amount | (b) Total |
|---|---|---|---|---|
| 2b | (5) Unrealized appreciation (depreciation) of assets: (A) Real estate | 2b(5)(A) | | |
| | (B) Other | 2b(5)(B) | 81927375 | |
| | (C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B) | 2b(5)(C) | | 81927375 |
| | (6) Net investment gain (loss) from common/collective trusts | 2b(6) | | 717524 |
| | (7) Net investment gain (loss) from pooled separate accounts | 2b(7) | | |
| | (8) Net investment gain (loss) from master trust investment accounts | 2b(8) | | |
| | (9) Net investment gain (loss) from 103-12 investment entities | 2b(9) | | |
| | (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) | 2b(10) | | |
| c | Other income | 2c | | |
| d | Total income. Add all **income** amounts in column (b) and enter total | 2d | | 124167633 |
| | **Expenses** | | | |
| e | Benefit payment and payments to provide benefits: | | | |
| | (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 40231815 | |
| | (2) To insurance carriers for the provision of benefits | 2e(2) | | |
| | (3) Other | 2e(3) | | |
| | (4) Total benefit payments. Add lines 2e(1) through (3) | 2e(4) | | 40231815 |
| f | Corrective distributions (see instructions) | 2f | | |
| g | Certain deemed distributions of participant loans (see instructions) | 2g | | |
| h | Interest expense | 2h | | |
| i | Administrative expenses: (1) Professional fees | 2i(1) | 124109 | |
| | (2) Contract administrator fees | 2i(2) | | |
| | (3) Investment advisory and management fees | 2i(3) | | |
| | (4) Other | 2i(4) | | |
| | (5) Total administrative expenses. Add lines 2i(1) through (4) | 2i(5) | | 124109 |
| j | Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 40355924 |
| | **Net Income and Reconciliation** | | | |
| k | Net income (loss). Subtract line 2j from line 2d | 2k | | 83811709 |
| l | Transfers of assets: | | | |
| | (1) To this plan | 2l(1) | | |
| | (2) From this plan | 2l(2) | | |

## Part III Accountant's Opinion

**3** Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

**a** The attached opinion of an independent qualified public accountant for this plan is (see instructions):

**(1)** ☐ Unqualified **(2)** ☐ Qualified **(3)** ☒ Disclaimer **(4)** ☐ Adverse

**b** Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

**c** Enter the name and EIN of the accountant (or accounting firm) below:

**(1)** Name: MCGLADREY & PULLEN LLP **(2)** EIN: 42-0714325

**d** The opinion of an independent qualified public accountant is **not attached** because:

**(1)** ☐ This form is filed for a CCT, PSA, or MTIA. **(2)** ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

## Part IV Compliance Questions

**4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

| | | Yes | No | Amount |
|---|---|---|---|---|
| **a** | Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.) | 4a | | X | |
| **b** | Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.) | 4b | | X | |
| **c** | Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) | 4c | | X | |
| **d** | Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) | 4d | | X | |
| **e** | Was this plan covered by a fidelity bond? | 4e | X | | 10000000 |
| **f** | Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | 4f | | X | |
| **g** | Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4g | | X | |
| **h** | Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4h | | X | |
| **i** | Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) | 4i | X | | |
| **j** | Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) | 4j | | X | |
| **k** | Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? | 4k | | X | |
| **l** | Has the plan failed to provide any benefit when due under the plan? | 4l | | X | |
| **m** | If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) | 4m | | X | |
| **n** | If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. | 4n | | | |

**5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

**5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

| **5b(1)** Name of plan(s) | **5b(2)** EIN(s) | **5b(3)** PN(s) |
|---|---|---|
| | | |
| | | |
| | | |
| | | |

# SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

**2009**

**This Form is Open to Public Inspection.**

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

**A** Name of plan
MAYER BROWN LLP USA SAVINGS PLAN

**B** Three-digit plan number (PN) ▶ 004

**C** Plan sponsor's name as shown on line 2a of Form 5500
MAYER BROWN LLP

**D** Employer Identification Number (EIN)
36-1447220

## Part I Distributions

**All references to distributions relate only to payments of benefits during the plan year.**

**1** Total value of distributions paid in property other than in cash or the forms of property specified in the instructions ..... **1** 0

**2** Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 73-6210970

**Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.**

**3** Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. ..... **3**

## Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

**4** Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

**If the plan is a defined benefit plan, go to line 8.**

**5** If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

**If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.**

**6** **a** Enter the minimum required contribution for this plan year ..... **6a**

**b** Enter the amount contributed by the employer to the plan for this plan year ..... **6b**

**c** Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) ..... **6c**

**If you completed line 6c, skip lines 8 and 9.**

**7** Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

**8** If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

## Part III Amendments

**9** If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

## Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

**10** Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

**11** **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

**b** If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

**12** Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

## Part V Additional Information for Multiemployer Defined Benefit Pension Plans

**13** Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

**14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

| | | |
|---|---|---|
| **a** The current year | **14a** | |
| **b** The plan year immediately preceding the current plan year | **14b** | |
| **c** The second preceding plan year | **14c** | |

**15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

| | | |
|---|---|---|
| **a** The corresponding number for the plan year immediately preceding the current plan year | **15a** | |
| **b** The corresponding number for the second preceding plan year | **15b** | |

**16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

| | | |
|---|---|---|
| **a** Enter the number of employers who withdrew during the preceding plan year | **16a** | |
| **b** If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers | **16b** | |

**17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

## Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

**18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

**19** If the total number of participants is 1,000 or more, complete items (a) through (c)

**a** Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

**b** Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

**c** What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

# Mayer Brown LLP U.S.A. Savings Plan

Financial Report
December 31, 2009 and 2008

**Contents**


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McGladrey

**Independent Auditor's Report**

To the Management Committee
Mayer Brown LLP U.S.A. Savings Plan
Chicago, Illinois

We were engaged to audit the accompanying statement of net assets available for benefits and the statement of changes in net assets available for benefits of Mayer Brown LLP U.S.A. Savings Plan (the Plan) as of and for the year ended December 31, 2009, and the supplemental Schedule of Assets (Held at End of Year) as of December 31, 2009. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 3, which was certified or provided by Bank of Oklahoma, the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the custodian holds the Plan's investment assets and executes investment transactions. As disclosed in Note 3, the Plan Administrator has obtained a certification from the custodian regarding the completeness and accuracy of the investment information provided to the Plan Administrator by the custodian as of and for the year ended December 31, 2009.

Because of the significance of the information in the Plan's 2009 financial statements that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule as of or for the year ended December 31, 2009. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified or provided by the custodian have been audited by us in accordance with auditing standards generally accepted in the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

We have audited the statement of net assets available for benefits and the statement of changes in net assets available for benefits of the Plan as of and for the year ended December 31, 2008, and in our report dated October 12, 2009, we expressed our opinion that such financial statements present fairly, in all material respects, the net assets available for benefits and the changes in net assets available for benefits of the Plan as of December 31, 2008, in conformity with accounting principles generally accepted in the United States of America.

McGladrey & Pullen, LLP

Chicago, Illinois
October 13, 2010



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Member of RSM International network, a network of independent accounting, tax and consulting firms.

**Mayer Brown LLP U.S.A. Savings Plan**

**Statements of Net Assets Available for Benefits**
**December 31, 2009 and 2008**

| | **2009** | 2008 |
|---|---|---|
| **Assets** | | |
| Investments, at fair value | | |
| Mutual funds | **$ 317,774,037** | $ 227,396,255 |
| Common/collective trust | **30,225,334** | 33,025,852 |
| Certificates of deposit | **5,408,565** | 6,097,258 |
| U.S. Government obligations | **3,717,861** | 4,710,340 |
| Corporate debt | **6,973,430** | 4,885,978 |
| Preferred stocks | **1,522,500** | 931,754 |
| Common stocks | **27,876,319** | 22,939,915 |
| Money market funds | **53,213,663** | 56,728,094 |
| Participant notes receivable | **8,066,323** | 8,401,519 |
| Other | **339,837** | 896,112 |
| | **455,117,869** | 366,013,077 |
| Receivables | | |
| Firm contributions | **14,413,244** | 17,169,962 |
| Accrued interest and other | **88,902** | 357,301 |
| | **14,502,146** | 17,527,263 |
| Other | | |
| Cash non interest bearing | **11,185** | 75,784 |
| Net assets available for benefits, at fair value | **469,631,200** | 383,616,124 |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts | **648,388** | 2,851,755 |
| **Net assets available for benefits** | **$ 470,279,588** | $ 386,467,879 |

See Notes to Financial Statements.

**Mayer Brown LLP U.S.A. Savings Plan**

**Statements of Changes in Net Assets Available for Benefits**
**Years Ended December 31, 2009 and 2008**

| | **2009** | 2008 |
|---|---|---|
| Net changes to net assets attributed to: | | |
| Investment income (loss): | | |
| Net appreciation (depreciation) in fair value of investments | **$ 81,927,375** | $ (168,789,547) |
| Interest and dividends | **7,547,404** | 12,523,413 |
| | **89,474,779** | (156,266,134) |
| Contributions: | | |
| Firm contributions | **14,413,244** | 17,283,063 |
| Participant tax-deferred contributions | **18,612,432** | 20,672,315 |
| Firm matching contributions | **478,391** | 496,007 |
| Rollovers from other plans | **1,188,787** | 1,799,088 |
| | **34,692,854** | 40,250,473 |
| | **124,167,633** | (116,015,661) |
| Deductions: | | |
| Distributions paid directly to participants | **40,231,815** | 42,082,698 |
| Administrative fees | **124,109** | 203,906 |
| | **40,355,924** | 42,286,604 |
| **Net increase (decrease)** | **83,811,709** | (158,302,265) |
| Net assets available for benefits: | | |
| Beginning of year | **386,467,879** | 544,770,144 |
| End of year | **$ 470,279,588** | $ 386,467,879 |

See Notes to Financial Statements.

## Note 1. Description of the Plan

Mayer Brown LLP (the Firm) established the Mayer Brown LLP U.S.A. Savings Plan (the Plan), effective January 1, 1985, for the benefit of employees and partners of the Firm located in the United States of America. The following description of the Plan provides only general information. Participants should refer to the summary plan description for a more complete description of the Plan's provisions.

**General**: The Plan is a defined contribution plan. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

**Participation**: All employees and partners of the Firm in the United States, as defined, are eligible to participate in the Plan as of the dates of their employment by or association with the Firm.

**Participant accounts**: Separate accounts are maintained for each participant's tax-deferred and Firm matching contributions, and the regular Firm contributions, including earnings thereon. A separate supplementary account is also maintained for each participant's rollover contributions and assets transferred from other plans, including earnings thereon. Participants may direct their account balance into one or more investment options offered by the Plan or a self-directed brokerage link investment option. The self-directed brokerage link investment option allows the participant to direct contributions to be invested in any investment permitted under the Plan.

**Contributions**: The Plan provides for the following contributions:

*Tax-deferred contributions*: Participants may elect to make tax-deferred contributions under Section 401(k) of the Internal Revenue Code (the IRC) in an amount up to 60 percent of their compensation, limited by ceilings on the contribution amount established by the IRC. Effective January 1, 2008, employees are automatically enrolled to make elective pretax deferrals at 3 percent of their compensation, as defined. Employees have the option to increase, decrease or eliminate their automatic enrollment contribution prior to it becoming effective. Participants, who have attained the age of 50 before the close of the plan year, are eligible to make catch-up contributions, subject to limits established by the IRC. The deferral percentage for highly compensated employees or partners may be limited to comply with non-discrimination requirements of the IRC.

*Firm matching contributions*: A non-lawyer employee is eligible to receive Firm matching contributions the January or July following his or her 30-month anniversary of the date he or she was employed by the Firm, whichever comes first. The Firm will match 50 percent of the non-lawyer or lawyer equivalent employee's tax-deferred contributions up to a maximum match of $750 or 3.0 percent of compensation, whichever is less. No Firm matching contribution is made for a person employed by or associated with the Firm as a lawyer. No matching contribution will be made for payroll periods beginning after December 31, 2009.

*Regular firm contributions*: Each non-lawyer employee, counsel and partner who is associated with the Firm on November 30th or December 31st of the year will be eligible to receive regular Firm contributions. Lawyers who are not partners or counsel are not eligible to receive regular Firm contributions. The amount of the regular Firm contribution will be determined each year by the Firm's policy and planning committee. The regular Firm contribution will be allocated to partners, counsel and non-lawyer employees based on a formula that is driven by compensation and applicable statutory limits.

Tax deferred contributions on behalf of participants who are not partners are made via payroll deductions and recorded in the period the deductions are made. Firm matching contributions are recorded concurrently. Tax-deferred contributions on behalf of partners are made on a quarterly basis. Regular Firm contributions are determined by the Policy and Planning Committee and are recorded in the fiscal year to which they relate. Participants may also make after-tax contributions and rollover contributions from other qualified defined benefit contribution plans.

### Note 1. Description of the Plan (Continued)

**Vesting**: Amounts attributable to tax-deferred contributions, rollover contributions and Firm matching contributions are immediately vested. Amounts attributable to regular Firm contributions vest upon completion of three years of service, as defined, with the Firm.

**Investment options**: Upon enrollment in the Plan, a participant may direct contributions into a variety of investments as more fully described in the Plan's literature. Participants may change their investment options daily.

**Participant notes receivable**: Participants may borrow from their fund accounts a maximum equal to the lesser of $50,000 or 50 percent of their account balance, whichever is less, generally payable within five years from the initiation date. However, participant notes for the purchase of a principal residence may extend up to 30 years. The amount of any participant loan is secured by the participant's account balances. Interest is charged at prime at the time the loan is made (prime was 3.25 percent at December 31, 2009 and 2008). Residential loans, whose length at the time the loan was taken was greater than 5 years, are re-amortized at the end of each year at the Prime Rate as of December 31. During 2009, loan rates ranged from 3.25 percent to 8.25 percent. Interest income from loans was approximately $404,000 and $584,000 for 2009 and 2008, respectively.

**Withdrawals**: A participant may generally withdraw all or part of the amounts attributable to voluntary contributions and rollover contributions at any time. Withdrawal of tax-deferred contributions will only be permitted in cases of serious financial hardship, as defined in the regulations promulgated under the IRC. Firm matching and regular Firm contributions may not be withdrawn.

A participant, who has attained the age of 55, may withdraw all or part of the amounts attributable to regular firm contributions. Withdrawals are only permitted during designated periods of the plan year.

**Distribution upon termination of employment**: When a participant terminates employment for any reason, payment of his or her account balance will be made in a lump sum. However, the participant may defer payment until he or she attains age 70-1/2. In the event of the participant's death, the lump-sum payment will be made to the participant's designated beneficiary. The Plan requires spousal consent to any non-spouse beneficiary designation.

**Forfeited accounts**: At December 31, 2009 and 2008, forfeited nonvested accounts totaled approximately $1,764,000 and $1,294,000, respectively. These accounts will be used to reduce future regular Firm contributions. In 2009 and 2008, forfeitures of approximately $1,764,000 and $0, respectively, were used to reduce employer contributions.

**Administrative expenses**: Substantially all expenses incurred in connection with the administration of the Plan and the Trust are paid by the Plan to the extent they are not paid by the Firm.

### Note 2. Summary of Significant Accounting Policies

**Accounting policies**: The Plan follows accounting standards established by the Financial Accounting Standards Board (the FASB) to ensure consistent reporting of financial condition, results of operations, and cash flows. References to Generally Accepted Accounting Principles (GAAP) in these footnotes are to the FASB Accounting Standards Codification™, sometimes referred to as the Codification or ASC. The Codification is effective for periods ending on or after September 15, 2009.

**Basis of accounting**: The financial statements of the Plan are prepared on the accrual basis of accounting.

**Note 2. Summary of Significant Accounting Policies (Continued)**

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

**Investment valuation and income recognition**: Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for a discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

**Use of estimates**: The preparation of financial statements in conformity with generally accepted accounting principles requires the Plan Administrator to make estimates and assumptions that affect the amounts reported as net assets available for plan benefits and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

**Payments to participants**: Benefits are recorded when paid.

**Subsequent events**: The Plan has evaluated subsequent events through October 13, 2010, the date the financial statements were available to be issued.

**New accounting pronouncements**: In September 2009, the Financial Accounting Standards Board (FASB) issued an amendment, *Investments in Certain Entities that Calculate Net Asset Value per Share (or its Equivalent)* (ASU 2009-12), which provides guidance on how entities should estimate fair value of certain alternative investments. The fair value of investments within the scope of this guidance can now be determined using net asset value (NAV) per share as a practical expedient, when the fair value is not readily determinable, unless it is probable the investment will be sold at something other than NAV. It also requires disclosure of certain attributes by major category of alternative investments, regardless of whether the practical expedient was used. This amendment was effective for periods ending after December 15, 2009, with early adoption permitted. The adoption of the provisions did not have a material impact on the financial statements.

The FASB issued new guidance on accounting for uncertainty in income taxes. The Plan adopted this new guidance for the year ended December 31, 2009. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt and had taken no uncertain tax positions that require adjustments to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal, state or local tax authorities for years before 2006.

### Note 2. Summary of Significant Accounting Policies (Continued)

**Pending accounting pronouncements**: In January 2010, the FASB issued ASU 2010-6, *Fair Value Measurements and Disclosures (Topic 820) – Improving Disclosures about Fair Value Measurements* which requires new disclosures and reasons for transfers of financial assets and liabilities between Levels 1 and 2. This amendment also clarifies that fair value measurement disclosures are required for each class of financial assets and liabilities, and those disclosures should include a discussion of inputs and valuation techniques. It further clarifies that the reconciliation of Level 3 measurements should separately present purchases, sales, issuances, and settlements instead of netting these charges. With respect to matters other than Level 3 measurements, the amendment is effective for periods beginning after December 15, 2009. The guidance related to Level 3 measurements is effective for periods beginning after December 15, 2010. Management is currently evaluating the impact of the guidance related to disclosures in the financial statements.

In September 2010, FASB issued an amendment, *Plan Accounting–Defined Contribution Pension Plans (Topic 962)*: *Reporting Loans to Participants by Defined Contribution Pension Plans* (ASU 2010-25), which provides guidance on how loans to participants should be classified and measured by defined contribution pension plans. This amendment requires that participant loans be classified as notes receivable from participants, which are segregated from plan investments and measured at their unpaid principal balance plus any accrued but unpaid interest. This amendment is effective for periods ending after December 15, 2010, with early adoption permitted. This amendment will require retrospective application to all periods presented. This amendment has not yet been adopted. Plan management is evaluating the impact of this amendment.

### Note 3. Information Certified and Provided by Bank of Oklahoma Trust Services

The following is a summary of the investment information as of December 31, 2009, and for the year then ended, included throughout the Plan's financial statements and supplemental schedules, that was prepared by or derived from information provided by the Bank of Oklahoma Trust Services (BOK), a custodian of approximately 83% of the Plan's investments as of December 31, 2009 and furnished to the Plan Administrator. The Plan Administrator has obtained certification from the custodian that information provided to the Plan Administrator by the custodian related to the following investments is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedules related to the following investments:

| | |
|---|---|
| Money market fund | $ 44,699,482 |
| U.S. Government obligations | 149,703 |
| Common stocks | 8,084,022 |
| Common/collective trust at contract value | 30,873,722 |
| Preferred stock | 1 |
| Mutual funds | 287,560,386 |
| Participant notes receivable | 8,066,323 |
| | |
| Net appreciation in value of investments | 70,185,718 |
| Interest and dividends | 5,652,000 |

### Note 4. Fair Value Measurements

ASC 820, *Fair Value Measurements and Disclosures,* establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1. Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2. Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3. Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used should maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008.

*Money market funds:* Valued at $1 per share owned at year-end.

*Common/collective trust:* Valued based on information reported by the investment advisor using the audited financial statements of the collective trust at year-end.

*Common stocks, Preferred stocks, and U.S. Government securities:* Valued at the closing price reported on the active market on which the individual securities are traded.

*Certificates of deposit:* Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer.

### Note 4. Fair Value Measurements (Continued)

*Corporate debt:* Certain corporate debt investments are valued at the closing price reported in the active market in which the investment is traded. Others are valued based on yields currently available on comparable securities of issuers with similar credit ratings. When quoted prices are not available for identical or similar investments, the investment is valued under a discounted cash flows approach that maximizes observable inputs such as current yields of similar instruments but includes adjustments for certain risks that may not be observable such as credit and liquidity risks.

*Mutual funds:* Valued at the net asset value of shares held by the plan at year-end.

*Participant notes receivable:* Valued at amortized cost, which approximates fair value.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets measured at fair value as of December 31, 2009:

| | Assets at Fair Value as of December 31, 2009 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Mutual funds | | | | |
| Fixed income funds | $ 9,350,178 | $ - | $ - | $ 9,350,178 |
| Large Cap funds | 18,341,963 | - | - | 18,341,963 |
| Mid Cap funds | 573,074 | - | - | 573,074 |
| Small Cap funds | 215,575,309 | - | - | 215,575,309 |
| Balanced funds | 20,761,421 | - | - | 20,761,421 |
| International funds | 49,231,502 | - | - | 49,231,502 |
| Real estate funds | 94,423 | - | - | 94,423 |
| Other | 3,846,167 | - | - | 3,846,167 |
| Common/collective trust | - | 30,225,334 | - | 30,225,334 |
| Certificate of deposits | - | 5,408,565 | - | 5,408,565 |
| U.S. Government obligations | 149,703 | 3,568,158 | - | 3,717,861 |
| Corporate debt | - | 6,973,430 | - | 6,973,430 |
| Preferred stocks | 1,521,851 | 650 | - | 1,522,501 |
| Common stocks | | | | |
| Materials | 784,556 | 82 | 1,250 | 785,888 |
| Industrials | 3,027,913 | 4,768 | - | 3,032,681 |
| Telecommunications | 970,982 | 85 | - | 971,067 |
| Consumer discretionary | 1,958,928 | 89 | 17 | 1,959,034 |

## Note 4. Fair Value Measurements (Continued)

| | Assets at Fair Value as of December 31, 2009 (continued) | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Common stocks (continued) | | | | |
| Consumer staples | $ 3,014,667 | $ 1,532 | $ 65 | $ 3,016,264 |
| Energy | 1,412,977 | - | - | 1,412,977 |
| Financial services | 2,478,207 | 206 | - | 2,478,413 |
| Healthcare | 5,054,283 | - | - | 5,054,283 |
| Information Technology | 4,437,493 | 16,020 | - | 4,453,513 |
| Utilities | 518,616 | - | - | 518,616 |
| Other | - | 12,960 | 46 | 13,006 |
| Foreign stocks | | | | |
| Energy | 1,268,453 | 48,006 | - | 1,316,459 |
| Materials | 217,757 | 45,072 | - | 262,829 |
| Industrials | 105,661 | 9,239 | - | 114,900 |
| Consumer discretionary | 154,699 | 9,632 | - | 164,331 |
| Consumer staples | 137,180 | 60,809 | - | 197,989 |
| Healthcare | 569,878 | 10,238 | - | 580,116 |
| Financial services | 491,258 | 68,406 | - | 559,664 |
| Information Technology | 217,443 | 2,915 | - | 220,358 |
| Telecommunications | 540,799 | 14,701 | - | 555,500 |
| Utilities | 43,121 | 40,404 | - | 83,525 |
| Other | - | 124,905 | - | 124,905 |
| Money market funds | 53,213,663 | - | - | 53,213,663 |
| Participant notes receivable | - | - | 8,066,323 | 8,066,323 |
| Other | - | - | 339,837 | 339,837 |
| Total assets at fair value | $ 400,064,125 | $ 46,646,206 | $ 8,407,538 | $ 455,117,869 |

The following table sets forth by level, within the fair value hierarchy, the Plan's assets measured at fair value as of December 31, 2008:

| | Assets at Fair Value as of December 31, 2008 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Mutual funds | $ 227,396,255 | $ - | $ - | $ 227,396,255 |
| Common/collective trust | - | 33,025,852 | - | 33,025,852 |
| Certificates of deposit | - | 6,097,258 | - | 6,097,258 |
| U.S. Government obligations | - | 4,710,340 | - | 4,710,340 |
| Corporate debt | - | 4,885,978 | - | 4,885,978 |
| Preferred stocks | 931,737 | 17 | - | 931,754 |
| Common stocks | 22,490,785 | 447,084 | 2,046 | 22,939,915 |
| Money market funds | 56,728,094 | - | - | 56,728,094 |
| Other assets | - | 277,741 | 618,371 | 896,112 |
| Participant notes receivable | - | - | 8,401,519 | 8,401,519 |
| Total assets at fair value | $ 307,546,871 | $ 49,444,270 | $ 9,021,936 | $ 366,013,077 |

### Note 4. Fair Value Measurements (Continued)

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2009.

| | Common Stocks | Other | Participant Notes Receivable |
|---|---|---|---|
| Balance, beginning of year | $ 2,046 | $ 618,371 | $ 8,401,519 |
| Redemptions | (668) | (278,534) | - |
| Loan issues and repayments, net | - | - | (335,196) |
| Balance, end of year | $ 1,378 | $ 339,837 | $ 8,066,323 |

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2008.

| | Common Stocks | Other Assets | Participant Notes Receivable |
|---|---|---|---|
| Balance, beginning of year | $ 2,046 | $ 1,875,000 | $ 8,972,817 |
| Redemptions | - | (1,256,629) | - |
| Loan issues and repayments, net | - | - | (571,298) |
| Balance, end of year | $ 2,046 | $ 618,371 | $ 8,401,519 |

The following table sets forth additional disclosures of the Plan's investments whose fair value is estimated using net asset value per share (or its equivalent) as of December 31, 2009:

| Investment | Fair Value | Unfunded Commitment | Redemption Frequency | Redemption Notice Period |
|---|---|---|---|---|
| Income Plus Fund (a) | $ 30,225,334 | $ - | Daily | None |

(a) This Fund's investment objective is to preserve invested principal while providing a competitive current rate of return. The Fund will be invested and reinvested primarily in guaranteed investment contracts, money market funds, money market instruments, repurchase agreements, private placements, bank investment contracts and synthetic guaranteed investment contracts. The Fund operates within a weighted average maturity range selected by the Trustee from time to time. The Fund offers ten classes of shares. The net asset value of the Fund's share classes is determined on a daily basis. Units can be issued and redeemed on any business day at that day's unit value.

### Note 5. Investments

The following table presents the fair value of investments that represent 5 percent or more of the Plan's net assets as of December 31, 2009 and 2008:

| | 2009 | 2008 |
|---|---|---|
| Mutual funds: | | |
| Cavanal Hill Cash Management Fund | $ 41,196,514 | $ 41,432,297 |
| Dodge & Cox Stock Fund | 72,782,415 | 57,958,859 |
| Jennison Small Company Fund (Z) | 32,053,351 | 23,706,217 |
| DWS Equity 500 Index Fund | 34,185,463 | 26,786,333 |
| American Europacific Growth Fund | 24,255,928 | * |
| Shares of common/collective trust: | | |
| ABN Amro Income Plus B at contract value | 30,873,722 | 35,877,607 |
| ABN Amro Income Plus B at fair value | 30,225,334 | 33,025,852 |

* Less than 5 percent of net assets.

The Plan's investments (including investments purchased, sold and held during the year appreciated (depreciated) in value during 2009 and 2008 as follows:

| | 2009 | 2008 |
|---|---|---|
| Certificates of deposit | $ (4,694) | $ 106,990 |
| U.S. Government obligations | 7,396 | 223,033 |
| Corporate debt | 551,429 | (638,670) |
| Preferred stocks | 289,655 | (341,743) |
| Common stocks | 5,292,759 | (10,721,547) |
| Mutual funds | 75,674,284 | (157,336,086) |
| Other | 116,546 | (81,524) |
| | $ 81,927,375 | $ (168,789,547) |

The Plan does not have any nonparticipant-directed investments.

### Note 6. Related-Party Transactions

The Plan's investments were held by and invested in funds administered by BOK and UBS Financial Services, Inc. (UBS), the custodians of the Plan. These transactions, therefore, qualify as party-in-interest. There were approximately $124,000 and $204,000 of fees for investment management and administrative services paid by the Plan for the years ended December 31, 2009 and 2008, respectively.

Certain plan expenses are paid by the Firm. Certain administrative functions are performed by trustees or employees of the Firm for which no compensation is received from the Plan.

### Note 7. Plan Termination

Although it has not expressed any intent to do so, the Firm has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100 percent vested in their accounts.

### Note 8. Tax Status

The Plan obtained its latest determination letter on October 22, 2002, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC. The Plan has been amended since receiving the determination letter. However, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

### Note 9. Risks and Uncertainties

The Plan invests in various investments. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

## Supplementary Information

**Mayer Brown LLP U.S.A. Savings Plan**

**Schedule of Assts (Held at End of Year)**
**December 31, 2009**

**Schedule H, Line 4i - Schedule of Assets Held at End of Year**
**EIN: 36-1447220**
**Plan Number: 004**

| (a) | (b) Identity of Issuer, Borrower, Lessor or Similar Party | (c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| | Mutual Funds | | | |
| * | Attached listing of securities held in accounts at BOK | Open-end mutual funds | ** | $ 176,434 |
| * | Attached listing of securities held in accounts at BOK | Pooled fixed income funds | ** | 6,287,799 |
| * | Attached listing of securities held in in accounts at BOK | Pooled equity funds | ** | 281,096,153 |
| * | Self-directed brokerage accounts held at UBS | Closed-end mutual funds | ** | 4,972,543 |
| * | Self-directed brokerage accounts held at UBS | Open-end mutual funds | ** | 25,241,108 |
| | | | | 317,774,037 |
| | Common collective trust | | | |
| | Attached listing of securities held in in accounts at BOK (at contract value; fair value is $30,225,334) | Common collective trust | ** | 30,873,722 |
| | Certificates of deposit | | | |
| * | Self-directed brokerage accounts held at UBS | Certificates of deposit | ** | 5,408,565 |
| | U.S. Government obligations | | | |
| * | Self-directed brokerage accounts held at UBS | FHLMC | ** | 22,373 |
| * | Self-directed brokerage accounts held at UBS | GNMA securities | ** | 62,901 |
| * | Self-directed brokerage accounts held at UBS | U.S. Treasury notes | ** | 2,994,070 |
| * | Self-directed brokerage accounts held at UBS | Government strips | ** | 393,322 |
| * | Self-directed brokerage accounts held at UBS | Agency strips and other | ** | 93,495 |
| * | Self-directed brokerage accounts held at UBS | Treasury bills | ** | 1,997 |
| * | Attached listing of securities held in accounts at BOK | Treasury and federal agencies | ** | 149,703 |
| | | | | 3,717,861 |
| | Corporate debt | | | |
| * | Self-directed brokerage accounts held at UBS | Corporate bonds | ** | 6,973,430 |
| | Preferred stocks | | | |
| * | Self-directed brokerage accounts held at UBS | Preferred stock | ** | 1,522,499 |
| | Attached listing of securities held in accounts at BOK | Preferred stock | ** | 1 |
| | | | | 1,522,500 |

**Mayer Brown LLP U.S.A. Savings Plan**

**Schedule of Assts (Held at End of Year) (Continued)**
**December 31, 2009**

**Schedule H, Line 4i - Schedule of Assets Held at End of Year**
**EIN: 36-1447220**
**Plan Number: 004**

| (a) | (b) Identity of Issuer, Borrower, Lessor or Similar Party | (c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| | Common stocks | | | |
| * | Self-directed brokerage accounts held at UBS | Domestic common stocks | ** | $ 15,611,721 |
| * | Self-directed brokerage accounts held at UBS | Foreign common stocks | ** | 4,180,576 |
| * | Attached listing of securities held in accounts at BOK | Domestic/foreign stocks | ** | 8,084,022 |
| | | | | 27,876,319 |
| | Money market funds | | | |
| * | Attached listing of securities held in accounts at BOK | Money market funds | ** | 44,699,482 |
| * | Self-directed brokerage accounts held at UBS | Money market funds | ** | 8,514,181 |
| | | | | 53,213,663 |
| * | Participants' notes receivable | Interest rates range from 3.25% - 8.25% | ** | 8,066,323 |
| | Other assets | | | |
| * | Self-directed brokerage accounts held at UBS | Limited partnerships | ** | 40,499 |
| * | Self-directed brokerage accounts held at UBS | Unit investment trusts | ** | 107,882 |
| * | Self-directed brokerage accounts held at UBS | Warrants | ** | 14 |
| * | Self-directed brokerage accounts held at UBS | Linked investments | ** | 46,100 |
| * | Self-directed brokerage accounts held at UBS | Auction rate securities | ** | 145,342 |
| | | | | 339,837 |
| | | | | $ 455,766,257 |

*Represents a party-in-interest
**Not applicable for participant-directed investments.

**Mayer Brown LLP U.S.A. Savings Plan**

**Schedule of Assts (Held at End of Year)**
**December 31, 2009**

**Schedule H, Line 4i - Schedule of Assets Held at End of Year**
**EIN: 36-1447220**
**Plan Number: 004**

| (a) | (b) Identity of Issuer, Borrower, Lessor or Similar Party | (c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| | Mutual Funds | | | |
| * | Attached listing of securities held in accounts at BOK | Open-end mutual funds | ** | $ 176,434 |
| * | Attached listing of securities held in accounts at BOK | Pooled fixed income funds | ** | 6,287,799 |
| * | Attached listing of securities held in in accounts at BOK | Pooled equity funds | ** | 281,096,153 |
| * | Self-directed brokerage accounts held at UBS | Closed-end mutual funds | ** | 4,972,543 |
| * | Self-directed brokerage accounts held at UBS | Open-end mutual funds | ** | 25,241,108 |
| | | | | 317,774,037 |
| | Common collective trust | | | |
| | Attached listing of securities held in in accounts at BOK (at contract value; fair value is $30,225,334) | Common collective trust | ** | 30,873,722 |
| | Certificates of deposit | | | |
| * | Self-directed brokerage accounts held at UBS | Certificates of deposit | ** | 5,408,565 |
| | U.S. Government obligations | | | |
| * | Self-directed brokerage accounts held at UBS | FHLMC | ** | 22,373 |
| * | Self-directed brokerage accounts held at UBS | GNMA securities | ** | 62,901 |
| * | Self-directed brokerage accounts held at UBS | U.S. Treasury notes | ** | 2,994,070 |
| * | Self-directed brokerage accounts held at UBS | Government strips | ** | 393,322 |
| * | Self-directed brokerage accounts held at UBS | Agency strips and other | ** | 93,495 |
| * | Self-directed brokerage accounts held at UBS | Treasury bills | ** | 1,997 |
| * | Attached listing of securities held in accounts at BOK | Treasury and federal agencies | ** | 149,703 |
| | | | | 3,717,861 |
| | Corporate debt | | | |
| * | Self-directed brokerage accounts held at UBS | Corporate bonds | ** | 6,973,430 |
| | Preferred stocks | | | |
| * | Self-directed brokerage accounts held at UBS | Preferred stock | ** | 1,522,499 |
| | Attached listing of securities held in accounts at BOK | Preferred stock | ** | 1 |
| | | | | 1,522,500 |

**Mayer Brown LLP U.S.A. Savings Plan**

**Schedule of Assts (Held at End of Year) (Continued)**
**December 31, 2009**

**Schedule H, Line 4i - Schedule of Assets Held at End of Year**
**EIN: 36-1447220**
**Plan Number: 004**

| (a) | (b) Identity of Issuer, Borrower, Lessor or Similar Party | (c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| | Common stocks | | | |
| * | Self-directed brokerage accounts held at UBS | Domestic common stocks | ** | $ 15,611,721 |
| * | Self-directed brokerage accounts held at UBS | Foreign common stocks | ** | 4,180,576 |
| * | Attached listing of securities held in accounts at BOK | Domestic/foreign stocks | ** | 8,084,022 |
| | | | | 27,876,319 |
| | Money market funds | | | |
| * | Attached listing of securities held in accounts at BOK | Money market funds | ** | 44,699,482 |
| * | Self-directed brokerage accounts held at UBS | Money market funds | ** | 8,514,181 |
| | | | | 53,213,663 |
| * | Participants' notes receivable | Interest rates range from 3.25% - 8.25% | ** | 8,066,323 |
| | Other assets | | | |
| * | Self-directed brokerage accounts held at UBS | Limited partnerships | ** | 40,499 |
| * | Self-directed brokerage accounts held at UBS | Unit investment trusts | ** | 107,882 |
| * | Self-directed brokerage accounts held at UBS | Warrants | ** | 14 |
| * | Self-directed brokerage accounts held at UBS | Linked investments | ** | 46,100 |
| * | Self-directed brokerage accounts held at UBS | Auction rate securities | ** | 145,342 |
| | | | | 339,837 |
| | | | | $ 455,766,257 |

*Represents a party-in-interest
**Not applicable for participant-directed investments.