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

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

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
COOLEY GODWARD KRONISH LLP SALARY DEFERRAL AND PS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 02/01/1974

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

101 CALIFORNIA STREET, 5TH FLOOR
SAN FRANCISCO, CA 94111-5800

2b Employer Identification Number (EIN)
94-1140085

2c Sponsor's telephone number
415-693-2000

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.	10/12/2011	DAVID WALSH
	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")

COOLEY LLP

101 CALIFORNIA STREET, 5TH FLOOR
SAN FRANCISCO, CA 94111-5800

3b Administrator's EIN
94-1140085

3c Administrator's telephone number
415-693-2000

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**	1953
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**	1378
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	596
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1974
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	1974
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1735
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	16
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:
2A 2E 2F 2G 2J 2K 2R 3B 3H 2T

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 Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2010** **This Form is Open to Public Inspection.**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan	**B** Three-digit plan number (PN) ▶	
COOLEY GODWARD KRONISH LLP SALARY DEFERRAL AND PS PLAN		001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
COOLEY LLP	94-1140085	

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

CHARLES SCHWAB & CO. INC. AND AFFIL

94-1737782

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

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

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

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

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

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

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

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

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

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

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

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)

CHARLES SCHWAB & CO., INC.

94-1737782

(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?
33 50 59 62 71 72	NONE	38109	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

DUNCAN ASSET MANAGEMENT

26-8429778

(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?
26 50	NONE	30831	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

STEARNS FINANCIAL SERVICES GROUP

59-3080009

(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?
26 50	NONE	17292	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

GLAZE CAPITAL MANAGEMENT INC.

77-0453223

(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?
26 50	NONE	13497	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MADISON INVESTMENT ADVISORS LLC

54-1815009

(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?
26 50	NONE	12087	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

SCHWAB RETIREMENT PLAN SERVICES INC

34-1479833

(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?
15 50 64	NONE	11600	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FIRST REPUBLIC INVESTMENT MANA

22-3623353

(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?
26 50	NONE	11034	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

KCM INVESTMENT ADVISORS LLC

39-9423659

(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?
26 50	NONE	9205	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

NELSON ROBERTS INVESTMENT

12-7381251

(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?
26 50	NONE	7566	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

SENTINEL WEALTH MANAGEMENT INC

22-3860643

(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?
26 50	NONE	7202	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

DOWLING & YAHNKE LLC

26-0266092

(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?
26 50	NONE	5733	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

CHARLES SCHWAB BANK

94-1737782

(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?
25 49 50 52 59 62	NONE	1	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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
CHARLES SCHWAB & CO AND AFFIL	59	0
(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.	
SEE ATTACHMENT 11-1111111	SEE ATTACHMENT	

(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

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
COOLEY GODWARD KRONISH LLP SALARY DEFERRAL AND PS PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
94-1140085

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: SCHWAB MANAGED RET 2010 CL II

b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK

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)
81-0625169-001	C	7709365

a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB MANAGED RET 2020 CL II

b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK

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)
81-0625169-002	C	8986291

a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB MANAGED RET 2030 CL II

b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK

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)
81-0625169-003	C	15053809

a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB MANAGED RET 2040 CL II

b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK

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)
81-0625169-004	C	6723705

a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB MANAGED RET 2050 CL II

b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK

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)
81-0625169-010	C	506364

a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB MANAGED RET INCOME II

b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK

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)
81-0625169-005	C	382749

a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB STABLE VALUE SELECT

b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK

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)
81-0625180-001	C	22460391

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

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

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
COOLEY GODWARD KRONISH LLP SALARY DEFERRAL AND PS PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
94-1140085

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	15804	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	9135573	9635737
(2) Participant contributions	1b(2)	16500	
(3) Other	1b(3)	72655	93407
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)	4692483	4397775
(6) Real estate (other than employer real property)	1c(6)	680000	636000
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	3137359	3536927
(9) Value of interest in common/collective trusts	1c(9)	53379035	61822674
(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)	119912552	142315940
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	56553050	66188860

			(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	247595011	288627320
	Liabilities			
g	Benefit claims payable	1g		
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	247595011	288627320

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)	9677124	
	(B) Participants	2a(1)(B)	12815519	
	(C) Others (including rollovers)	2a(1)(C)	999940	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		23492583
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)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	189324	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		189324
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	3177527	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		3177527
	(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)	-44000	
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-44000
(6) Net investment gain (loss) from common/collective trusts	2b(6)		5704932
(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)		13464598
c Other income	2c		7076442
d Total income. Add all **income** amounts in column (b) and enter total	2d		53061406
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	12015481	
(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)		12015481
f Corrective distributions (see instructions)	2f		1341
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	750	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	11525	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		12275
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		12029097
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		41032309
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) [X] Disclaimer (4) [ ] Adverse

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

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

(1) Name: ODENBERG ULLAKKO MURANISHI & CO LLP (2) EIN: 94-2682998

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		500000
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		X	

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

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
COOLEY GODWARD KRONISH LLP SALARY DEFERRAL AND PS PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
94-1140085

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): 42-1558009

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):

COOLEY GODWARD KRONISH LLP
SALARY DEFERRAL AND PROFIT SHARING PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE
WITH REPORT OF INDEPENDENT AUDITORS

* * * * *

AS OF DECEMBER 31, 2010 AND 2009
AND FOR THE YEAR ENDED DECEMBER 31, 2010

COOLEY GODWARD KRONISH LLP

SALARY DEFERRAL AND PROFIT SHARING PLAN

DECEMBER 31, 2010 AND 2009
AND FOR THE YEAR ENDED DECEMBER 31, 2010

TABLE OF CONTENTS

	PAGE
Report of Independent Auditors	1
Financial Statements	
Statements of Net Assets Available for Benefits as of December 31, 2010 and 2009	2
Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2010	3
Notes to Financial Statements	4
Supplemental Schedule	
Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year) as of December 31, 2010	14

OUM & CO. LLP
DENBERG | ULLAKKO | MURANISHI
Accountants & Business Advisors

465 California Street
Suite 700
San Francisco, CA 94104

Phone: (415) 434-3744
Fax: (415) 788-2260
www.oumcpa.com

October 10, 2011

To the Retirement Plan Committee of

Cooley Godward Kronish LLP

Salary Deferral and Profit Sharing Plan

REPORT OF INDEPENDENT AUDITORS

We were engaged to audit the financial statements of the Cooley Godward Kronish LLP Salary Deferral and Profit Sharing Plan (the Plan) as of December 31, 2010 and 2009, and for the year ended December 31, 2010, and the supplemental schedule of Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year) as of December 31, 2010, as listed in the table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the 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 by Charles Schwab Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2010 and 2009, and for the year ended December 31, 2010, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the investment information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Oden berg Ullakko Muranishi & Co LLP

COOLEY GODWARD KRONISH LLP

SALARY DEFERRAL AND PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2010	2009
ASSETS		
Cash (noninterest-bearing)	$ -	$ 15,804
Investments:		
Common/collective trusts	61,822,674	53,379,035
Self-directed accounts	66,188,860	56,553,050
Mutual funds	142,315,940	119,912,552
Limited partnership interests	4,397,775	4,692,483
Real estate	636,000	680,000
Total investments	275,361,249	235,217,120
Receivables:		
Employer contributions	9,635,737	9,135,573
Participant contributions	-	16,500
Notes receivable from participants	3,536,927	3,137,359
Other	93,407	72,655
Total receivables	13,266,071	12,362,087
Net assets reflecting all investments at fair value	288,627,320	247,595,011
Adjustment from fair value to contract value for fully benefit responsive investment contract	(564,904)	(142,709)
Net assets available for benefits	$ 288,062,416	$ 247,452,302

See accompanying notes to financial statements.

COOLEY GODWARD KRONISH LLP

SALARY DEFERRAL AND PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2010

ADDITIONS	
Investment income:	
Interest and dividends	$ 3,972,950
Net realized and unrealized gain on common/collective trusts	5,282,738
Net realized and unrealized gain on self directed-accounts	6,236,532
Net realized and unrealized gain on mutual funds	12,669,174
Net realized and unrealized gain on limited partnerships	839,910
Total investment income	29,001,304
Interest income on notes receivable from participants	189,324
Contributions:	
Employer	9,677,124
Participants	12,815,519
Rollover	999,940
Total contributions	23,492,583
Total additions	52,683,211
DEDUCTIONS	
Benefits paid to participants	12,016,822
Administrative expenses	12,275
Unrealized loss on real estate	44,000
Total deductions	12,073,097
Net increase	40,610,114
Net assets available for benefits:	
Beginning of year	247,452,302
End of year	$ 288,062,416

See accompanying notes to financial statements.

COOLEY GODWARD KRONISH LLP
SALARY DEFERRAL AND PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 1 - Description of the Plan:

The following description of the Cooley Godward Kronish LLP Salary Deferral and Profit Sharing Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a profit sharing and salary deferral plan covering eligible employees of Cooley LLP (the Partnership, Employer or Plan Sponsor). Eligible participants can enroll in the Plan on the first day of each month following their date of hire. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Contributions

Participants may annually contribute, on a pretax basis, up to 100% of their eligible compensation, as defined by the Plan. Contributions are subject to annual limits specified under the Internal Revenue Code (the Code). The annual limitation was $16,500 for 2010 and $22,000 for participants who are age 50 or older by the end of the year. Participants may also contribute rollover amounts representing distributions from other qualified defined benefit or defined contribution plans.

The Partnership may make a profit sharing contribution to the Plan. The profit sharing contribution is determined by the Partnership's management and is not made in excess of amounts lawfully deductible under applicable tax regulations. Participant employees (other than associate attorneys) and partners are eligible for the profit sharing contribution on the January 1 or July 1 that coincides with or follows two years of service after their date of hire. Eligible employees must be employed on the last day of the Plan year in order to receive a profit sharing contribution.

Additionally, the Partnership makes matching contributions to the Plan. The participant's matching account will be credited with 50% of every $1.00 the participant contributes which is not in excess of 4% of pay. The maximum matching contribution is 2% of pay. Associate attorneys are not eligible for the matching contribution. Partners must be employed on the last day of the Plan year in order to receive the matching contribution.

Participant Accounts

Each participant's account is credited with the participant's and Partnership's contributions and an allocation of Plan earnings, based on the participant's individual investment direction. The benefit to which a participant is entitled is the participant's vested account balance.

Vesting

Participants are immediately vested in their own contributions and in the Partnership's profit sharing contributions, plus actual earnings thereon. Vesting in the Partnership's matching contribution, plus actual earnings thereon, is based on years of continuous service. A participant is 100% vested in the matching contribution after three years of credited service. Forfeited balances of terminated participants' nonvested accounts are used to reduce future Partnership contributions. The amount of unallocated forfeited nonvested accounts available to offset future Partnership contributions at December 31, 2010 and 2009 is $181,530 and $136,518, respectively. In 2010 and 2009, the Partnership used $16,196 and $65,805, respectively, of forfeitures to offset the Partnership's matching contributions.

Notes Receivable from Participants

A participant may borrow from his or her account amounts up to a maximum equal to the lesser of $50,000 or 50% of the participant's vested account balance. The minimum amount of a loan is $1,000. Loans have a repayment term of five years or less. However, if the loan proceeds are for the purchase of a primary residence, the term may be extended to 15 years. The loans are secured by the balance in the participant's account and bear a reasonable rate of interest. Participants other than partners must make their loan repayments through regular payroll deductions on a monthly or semi-monthly basis at the participants' elections. Partners must make payments on loans by deduction from their partnership draw checks. The minimum amount of scheduled repayments is $50 monthly or $25 semi-monthly. These loans bear interest as determined by the plan administrator, which is comparable to the interest rates charged by major financial institutions and generally is the prime rate plus 1%. A participant may have up to two loans outstanding at any time.

Payment of Benefits

On termination of service for reasons other than death, a participant will generally receive an amount equal to the value of the participant's vested interest in his or her account in a lump-sum payment in cash if the benefit amount is $5,000 or less. If the benefit is greater than $5,000, the participant may elect to defer payment until the later of age 70-1/2 or the year of retirement. The normal retirement age of Plan participants is 65 (60 plus 5 years of service for money purchase accounts from previously terminated money purchase plan). For termination of service due to death, the participant's beneficiary will generally receive the value of the vested interest in his or her account in a lump sum cash distribution if the benefit is $5,000 or less, as soon as administratively feasible. If the balance in the account is more than $5,000, benefits must either be paid within five years of the

participant's death or begin within one year of the participant's death and be paid over the life expectancy of the participant's beneficiary. If the participant's spouse is the beneficiary, he or she may elect to defer receipt of payments until the April 1 following the calendar year in which the participant would have reached age 70-1/2.

Administrative Expenses

The Plan Sponsor pays all fees to administer the Plan; however, the participants pay fees associated with loans and management of assets from their self-directed accounts.

NOTE 2 - Summary of Accounting Policies:

Basis of Accounting

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

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated 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 discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade-date basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded on the accrual basis. Net appreciation in the fair value of investments includes the realized gains and losses on investments bought and sold during the year, plus the net unrealized gains and losses on investments held at year-end.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participants' loans are reclassified as distributions based upon the terms of the Plan document.

Schwab Stable Value Select

During 2010 and 2009, the Plan invested in a common/collective trust with Charles Schwab known as The Charles Schwab Stable Value Fund (Schwab Stable Value Select).

The Schwab Stable Value Select is a trust that invests in a variety of investment contracts such as alternative and separate account investment contracts issued by insurance companies and other financial institutions, collective trust funds and short-term money market instruments. Alternative and separate account investment contracts consist of investments in underlying securities with wrap contracts under which a third party guarantees benefit-responsive withdrawals by Plan participants at contract value. The fair value of the wrap contracts is determined using a discounted methodology which incorporates the difference between current market level rates for contract level wrap fees and the wrap fee being charged. The difference is calculated as a dollar value and discounted by the prevailing interpolated yield curve as of year-end. Investments in units of collective trust funds and short-term investment funds are valued at their respective net asset values as reported by the funds daily. Short-term money market investments are stated at amortized cost, which approximates market value.

The value of the Schwab Stable Value Select is stated in the accompanying financial statements at contract value (which represents contributions made under the contract, plus earnings, less withdrawals and expenses) because it is fully benefit-responsive. There are no reserves against contract value for credit risk of the contract issuer or otherwise. The average yield for 2010 and 2009 was 2.26% and 2.65%, respectively. The crediting interest rate at December 31, 2010 and 2009 was 2.73% and 3.06%, respectively.

Reporting on Self-Directed Accounts

The Plan allows participants to choose their own investments through self-directed accounts (SDA's). Effective January 1, 2009, the Plan implemented Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 962 *Plan Accounting – Defined Contribution Pension Plan*, which allows presentation of participant-directed investments as a one-line item in the statement of net assets available for benefits.

Risks and Uncertainties

Investment securities are exposed to various risks, such as interest rate, market fluctuations and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amount reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

Recent Accounting Pronouncements

During 2010, the Plan adopted Accounting Standards Update (ASU) 2010-25 – *Reporting Loans to Participants by Defined Contribution Pension Plans*. ASU 2010-25 requires participant loans to be classified as notes receivable from participants, which are segregated from plan investments and measured at their unpaid principal balance plus any accrued interest. The change was reflected in the accompanying statement of net assets available for

benefits. The presentation of prior year amounts was reclassified to conform to the current year presentation.

NOTE 3 - Investments:

The trustee of the Plan has certified the investments and related transactions of the Plan, except for the limited partnership interests and real estate. Investment information certified by the trustee has not been audited by the independent auditors. Investment information is summarized as follows:

	December 31,	
	2010	2009
Investments certified by trustee	$ 270,327,474	$ 229,844,637
Limited partnership interests	4,397,775	4,692,483
Real estate	636,000	680,000
Total investments	$ 275,361,249	$ 235,217,120

During the year ended December 31, 2010, the Plan's investments (including gains and losses on investments purchased and sold, as well as held during 2010) appreciated/(depreciated) in fair value as follows:

Investments certified by trustee:	
Common/collective trusts	$ 5,704,932
Self-direct accounts	5,814,338
Mutual funds	15,832,822
	27,352,092
Investments not certified by trustee:	
Limited partnership interests	839,910
Real estate	(44,000)
	795,910
Total net realized and unrealized appreciation in fair value of investments	$ 28,148,002

Investments that represent 5% or more of the fair value of the Plan's net assets are as follows:

	December 31, 2010	December 31, 2009
Schwab Stable Value Select	$ 22,460,391	$ 20,825,161
PIMCO Total Return Fund	26,419,403	22,472,387
Growth Fund of America R4	17,426,810	15,810,116
Vanguard Institutional Index	26,499,495	20,513,157
Self-directed accounts	66,188,860	56,553,050
Schwab Managed Retirement Fund 2030	15,053,809	*

* Investment is less than 5% of the fair value of the Plan's net assets at December 31, 2009.

NOTE 4 – Fair Value Measurements:

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, provides the 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 FASB ASC 820 are described as follows:

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 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 need to 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, 2010 and 2009.

Shares of registered investment companies are valued at quoted market prices, which represent the net asset values of shares held by the Plan at year-end. The participation units in the common/collective trust funds are valued at the quoted redemption value on the last business day of the Plan year. Securities traded on a national securities exchange are valued at the last reported sales price on the last business day of the year. Fair value of investments in limited partnerships is obtained by the trustee directly from the limited partnerships. Fair value of real estate held by the Plan is obtained from comparable sales in the area.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although 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 tables sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010 and 2009:

	Investment Assets at Fair Value As of December 31, 2010			
	Level 1	**Level 2**	**Level 3**	**Total**
Common/collective trusts	$ –	$ 61,822,674	$ –	$ 61,822,674
Self-directed accounts	56,486,047	9,702,813	–	66,188,860
Mutual funds				
Blend funds	47,517,861	–	–	47,517,861
Growth funds	32,829,734	–	–	32,829,734
Value funds	32,710,527	–	–	32,710,527
Other funds	29,257,818	–	–	29,257,818
Limited partnership interests	–	–	4,397,775	4,397,775
Real estate	–	–	636,000	636,000
Total investments at fair value	$ 198,801,987	$ 71,525,487	$ 5,033,775	$ 275,361,249

	Investment Assets at Fair Value As of December 31, 2009			
	Level 1	**Level 2**	**Level 3**	**Total**
Common/collective trusts	$ –	$ 53,379,035	$ –	$ 53,379,035
Self-directed accounts	46,100,413	10,452,637	–	56,553,050
Mutual funds				
Blend funds	42,103,838	–	–	42,103,838
Growth funds	27,523,758	–	–	27,523,758
Value funds	27,812,569	–	–	27,812,569
Other funds	22,472,387	–	–	22,472,387
Limited partnership interests	–	–	4,692,483	4,692,483
	–	–	680,000	680,000
Total investments at fair value	$ 166,012,965	$ 63,831,672	$ 5,372,483	$ 235,217,120

The table below sets forth a summary of changes in the fair value of the Plan's level 3 investment assets for the year ended December 31, 2010:

	Limited partnership interests	Real estate
Balance, beginning of year	$ 4,692,483	$ 680,000
Purchases and sales, net	(1,134,618)	–
Net realized and unrealized gain/(loss)	839,910	(44,000)
Balance, end of year	$ 4,397,775	$ 636,000

NOTE 5 – Plan Termination:

Although it has not expressed any intent to do so, the Partnership 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% vested in their accounts. The Partnership may direct that either (a) benefits be distributed to the participants in any manner permitted by the Plan as soon as practicable, or (b) the trust created by the Plan be continued and benefits be distributed to the participants or their beneficiaries as if the Plan had not terminated. Benefits under the Plan are not insured by the Pension Benefit Guaranty Corporation (PBGC), as that insurance does not apply to profit sharing plans or salary deferral plans.

NOTE 6 – Income Tax Status:

The Plan has received a determination letter from the IRS dated January 22, 2003 stating that the Plan is qualified under Section 401(a) of the Code and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan has been amended since the determination letter was received. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

NOTE 7 – Reconciliation of Financial Statements to Form 5500:

The following is a reconciliation of net assets available for benefits per the accompanying financial statements to the Form 5500 as of December 31:

	December 31,	
	2010	2009
Net assets available for benefits per the financial statements	$ 288,062,416	$ 247,452,302
Adjustment from contract value to fair value for fully benefit-responsive investment contract	564,904	142,709
Net assets available for benefits per the Form 5500	$ 288,627,320	$ 247,595,011

The following is a reconciliation of net increase per the accompanying financial statements to net income per the Form 5500:

	Year ended December 31, 2010
Net increase per the financial statements	$ 40,610,114
2009 Adjustment from contract value to fair value for fully benefit-responsive investment contract	(142,709)
2010 Adjustment from contract value to fair value for fully benefit-responsive investment contract	564,904
Net income per the Form 5500	$ 41,032,309

NOTE 8 – Subsequent Events:

Effective January 1, 2011, the Plan has adopted The Charles Schwab Defined Contribution Plan and Trust Basic Plan #01 ("Prototype"). Charles Schwab received an opinion letter dated May 23, 2008 from the Internal Revenue Service indicating the Prototype, as designed, was exempt from federal income tax. As a result of the adoption of the Prototype, the Plan name changed to Cooley LLP Salary Deferral and Profit Sharing Plan.

Effective January 1, 2011, the employer matching contribution provision was eliminated and the employer profit sharing contribution provision was changed to a uniform formula of 7.5% of eligible compensation for eligible employees. Effective March 1, 2011, a Roth 401(k) option was added. A provision for the automatic enrollment of eligible new hires was made effective September 1, 2011

The Plan Sponsor has evaluated events and transactions that have occurred after December 31, 2010 through October 10, 2011, the date on which the accompanying financial statements were available to be issued, and has determined that there were no additional material events to disclose.

SUPPLEMENTAL SCHEDULE

COOLEY GODWARD KRONISH LLP
SALARY DEFERRAL AND PROFIT SHARING PLAN
EIN #94-1140085 PLAN #001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2010

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
(*)	Notes receivable from participants	Interest rates ranging from 4.25% - 9.50%	$ 3,536,927
	Common/collective trusts:		
(*)	Schwab Managed Retirement Fund 2010	465,823 units	7,709,365
(*)	Schwab Managed Retirement Fund 2020	512,039 units	8,986,291
(*)	Schwab Managed Retirement Fund 2030	826,678 units	15,053,809
(*)	Schwab Managed Retirement Fund 2040	365,617 units	6,723,705
(*)	Schwab Managed Retirement Fund 2050	51,775 units	506,364
(*)	Schwab Managed Retirement Inc	29,329 units	382,749
(*)	Schwab Stable Value Select	1,135,422 units	22,460,391
	Total common/collective trusts		61,822,674
	Mutual funds:		
	Allianz NFJ Small Cap Val ADM	159,645 shares	4,548,280
	Artisan International Fund	560,454 shares	12,161,862
	Artisan Mid Cap Fund	230,870 shares	7,764,160
	Columbia Acorn Z	253,023 shares	7,638,765
	Columbia International Value A	679,008 shares	9,499,325
	Growth Fund of America R4	577,238 shares	17,426,810
	Invesco Real Estate Inst	132,389 shares	2,838,414
	Perkins Mid Cap Value Inv	392,402 shares	8,856,504
	PIMCO Total Return Fund	2,434,968 shares	26,419,403
	Putnam Equity Income Fund Y	871,396 shares	13,114,503
	Vanguard Institutional Index	230,410 shares	26,499,495
	Wells Fargo Advantage SMCP GR	401,768 shares	5,548,419
	Total mutual funds		142,315,940
	Self-directed accounts	Personal Choice Retirement Accounts	66,188,860
	Total assets held by trustee		270,327,474
	Limited partnership interests	Limited Partnership Fund	4,397,775
	Real estate	Property at 7550 Eads Avenue #109, San Diego CA	636,000
			$ 275,361,249

(*) A party-in-interest as defined by ERISA.

Column (d), Cost, has been omitted, as all investments are participant-directed.

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

NAME OF PLAN SPONSOR: Cooley LLP
NAME OF PLAN: Cooley, Godward, Kronish LLP Salary Deferral and Profit Sharing Plan
EIN: 94-1140085
PLAN NUMBER: 001

(a)	(b) Identity of issue, 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
*	PARTICIPANT LOANS	Loans (4.25% - 9.50%)		3,536,927
*	SCHWAB STABLE VALUE FUND	Common Collective Trust Fund		22,460,392
*	SCHWAB MANAGED RET 2010 CL II	Common Collective Trust Fund		7,709,365
*	SCHWAB MANAGED RET 2020 CL II	Common Collective Trust Fund		8,986,291
*	SCHWAB MANAGED RET 2030 CL II	Common Collective Trust Fund		15,053,809
*	SCHWAB MANAGED RET 2040 CL II	Common Collective Trust Fund		6,723,705
*	SCHWAB MANAGED RET 2050 CL II	Common Collective Trust Fund		506,364
*	SCHWAB MANAGED RET INCOME II	Common Collective Trust Fund		382,749
	PCRA	Self-Directed Brokerage Account		66,188,860
	ALLIANZ NFJ SMALL CAP VAL ADM	Registered Investment Company		4,548,280
	ARTISAN INTERNATIONAL FUND	Registered Investment Company		12,161,862
	ARTISAN MIDCAP FUND	Registered Investment Company		7,764,160
	COLUMBIA ACORN Z	Registered Investment Company		7,638,765
	COLUMBIA INTERNATIONAL VALUE A	Registered Investment Company		9,499,325
	GROWTH FUND OF AMERICA R4	Registered Investment Company		17,426,810
	INVESCO REAL ESTATE INST	Registered Investment Company		2,838,414
	PERKINS MID CAP VALUE T	Registered Investment Company		8,856,504
	PIMCO TOTAL RETURN FUND	Registered Investment Company		26,419,404
	PUTNAM EQUITY INCOME FUND Y	Registered Investment Company		13,114,503
	VANGUARD INSTITUTIONAL INDEX	Registered Investment Company		26,499,496
	WELLS FARGO ADVANTAGE SMCP GR	Registered Investment Company		5,548,419
	REAL ESTATE - CONDO	Real Estate Fund		636,000
	LIMITED PARTNERSHIP	Limited Partnership		4,397,775

COOLEY, GODWARD, KRONISH LLP SALARY DEFERRAL AND PROFIT SHARING PLAN
Schedule C, Part I, Line 3 - Service Provider Indirect Compensation Information
December 31, 2010

EIN: 94-1140085
PN: 001

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)

Fund Family/Provider	EIN	Formula
Allianz Funds	33-0457728	Range of 0.01 - 0.31% of average daily balance of assets
American Funds	95-1411037	Rate of 0.31% of average daily balance of asset(s)
Artisan	39-1811840	Rate of 0.35% of average daily balance of asset(s)
Columbia	93-0577450	Rate of 0.35% of average daily balance of asset(s)
Invesco Aim	76-0528004	Rate of 0.31% of average daily balance of asset(s)
Janus	43-1804048	Rate of 0.30% of average daily balance of asset(s)
Putnam	36-4488942	Rate of 0.13% of average daily balance of asset(s)
Schwab Funds	94-3106735	Rate of 0.22% of average daily balance of asset(s)
Wells Fargo Advantage	41-0449260	Rate of 0.35% of average daily balance of asset(s)

Received by Charles Schwab Bank (EIN#42-1558009)

Fund Family/Provider	EIN	Formula
Schwab Funds	94-3106735	Rate of 0.21% of average daily balance of asset(s)

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)

Fund Family/Provider	EIN	Formula
Aberdeen Funds	51-0368279	Rate of 0.40% of average daily balance of asset(s)
Acadian Funds	04-2929221	Rate of 0.40% of average daily balance of asset(s)
AllianceBernstein	13-3191825	Rate of 0.40% of average daily balance of asset(s)
Allianz Funds	33-0457728	Range of 0.01 - 0.40% of average daily balance of assets
Alpine	13-3982412	Range of 0.40 - 0.50% of average daily balance of assets
American Century Investments	44-6006315	Range of 0.24 - 0.35% of average daily balance of assets
American Funds	95-1411037	Range of 0.25 - 0.35% of average daily balance of assets
Arrow	25-6393754	Rate of 0.40% of average daily balance of asset(s)
Artisan	39-1811840	Rate of 0.40% of average daily balance of asset(s)
Aston	20-4747475	Rate of 0.40% of average daily balance of asset(s)
Baron Capital Group	13-3122938	Rate of 0.40% of average daily balance of asset(s)
BlackRock	51-0318674	Range of 0.25 - 0.50% of average daily balance of assets
Cambiar Funds	84-0643524	Rate of 0.40% of average daily balance of asset(s)
Champlain Funds	20-1367417	Rate of 0.40% of average daily balance of asset(s)
Cohen & Steers	14-1904657	Rate of 0.40% of average daily balance of asset(s)
Columbia	93-0577450	Rate of 0.40% of average daily balance of asset(s)
Davis Funds	52-1346931	Rate of 0.40% of average daily balance of asset(s)
Delaware Investments	23-2693133	Rate of 0.40% of average daily balance of asset(s)
Direxion Funds	13-4143904	Rate of 0.40% of average daily balance of asset(s)
Dreyfus	13-5673135	Rate of 0.48% of average daily balance of asset(s)
Driehaus	20-3634295	Rate of 0.40% of average daily balance of asset(s)
DWS Investments	13-3241232	Rate of 0.40% of average daily balance of asset(s)
Eaton Vance	04-2718215	Rate of 0.40% of average daily balance of asset(s)
FAM	14-1564237	Rate of 0.40% of average daily balance of asset(s)
Federated	25-1111467	Range of 0.25 - 0.40% of average daily balance of assets
Fidelity Investments	06-1194217	Rate of 0.15% of average daily balance of asset(s)
First Eagle	13-3392291	Rate of 0.40% of average daily balance of asset(s)
Franklin Templeton Investments	94-3167260	Rate of 0.40% of average daily balance of asset(s)
Goldman Sachs	13-4019460	Rate of 0.50% of average daily balance of asset(s)
Guinness Atkinson	98-0534338	Rate of 0.40% of average daily balance of asset(s)
Harbor	04-2679462	Rate of 0.43% of average daily balance of asset(s)
Heartland	39-1572323	Rate of 0.50% of average daily balance of asset(s)
Henderson Global	06-1217855	Rate of 0.40% of average daily balance of asset(s)
Hennessy	68-0377264	Rate of 0.50% of average daily balance of asset(s)
HighMark	31-1211022	Rate of 0.40% of average daily balance of asset(s)
Invesco Aim	76-0528004	Range of 0.25 - 0.50% of average daily balance of assets
Ivy Funds	04-6006759	Range of 0.10 - 0.40% of average daily balance of assets
Janus	43-1804048	Rate of 0.34% of average daily balance of asset(s)
Jensen	93-0978027	Rate of 0.40% of average daily balance of asset(s)
John Hancock	04-3483032	Rate of 0.90% of average daily balance of asset(s)
Lazard	20-4571006	Rate of 0.40% of average daily balance of asset(s)
Leuthold	41-1971243	Rate of 0.40% of average daily balance of asset(s)
Manning & Napier	16-0995736	Rate of 0.40% of average daily balance of asset(s)
Marshall	20-8995389	Rate of 0.40% of average daily balance of asset(s)

COOLEY, GODWARD, KRONISH LLP SALARY DEFERRAL AND PROFIT SHARING PLAN
Schedule C, Part I, Line 3 - Service Provider Indirect Compensation Information
December 31, 2010

EIN: 94-1140085
PN: 001

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)

Fund Family/Provider	EIN	Formula
Marsico Investment Fund	84-1434992	Range of 0.40 - 0.50% of average daily balance of assets
Matthews Asia Funds	94-3250972	Range of 0.33 - 0.40% of average daily balance of assets
Merger	13-3036274	Rate of 0.40% of average daily balance of asset(s)
Metropolitan West Funds	95-4597302	Rate of 0.40% of average daily balance of asset(s)
Metzler/Payden	95-4695230	Rate of 0.40% of average daily balance of asset(s)
Natixis Funds	04-3200027	Range of 0.20 - 0.40% of average daily balance of assets
Neuberger Berman	13-5521910	Rate of 0.50% of average daily balance of asset(s)
Nuveen	36-3817266	Rate of 0.40% of average daily balance of asset(s)
Oakmark	04-3276558	Rate of 0.35% of average daily balance of asset(s)
OppenheimerFunds	13-2527171	Rate of 0.50% of average daily balance of asset(s)
Pax World	02-0280580	Rate of 0.40% of average daily balance of asset(s)
ProFunds	52-2035197	Rate of 0.40% of average daily balance of asset(s)
Rainier	91-1457076	Rate of 0.40% of average daily balance of asset(s)
RidgeWorth	58-1604573	Rate of 0.35% of average daily balance of asset(s)
Roosevelt	13-3592307	Rate of 0.40% of average daily balance of asset(s)
Royce	52-2343049	Rate of 0.45% of average daily balance of asset(s)
RS Funds	94-3321067	Rate of 0.40% of average daily balance of asset(s)
Russell	91-1151059	Rate of 0.20% of average daily balance of asset(s)
Rydex|SGI	48-0409770	Range of 0.40 - 0.45% of average daily balance of assets
Schwab Funds	94-3106735	Range of 0.02 - 0.25% of average daily balance of assets
State Street Global Advisors.	42-1704580	Rate of 0.40% of average daily balance of asset(s)
T. Rowe Price	52-2264646	Rate of 0.01% of average daily balance of asset(s)
Tamarack	41-1460668	Rate of 0.40% of average daily balance of asset(s)
Third Avenue	01-0690900	Rate of 0.40% of average daily balance of asset(s)
Thomas White Funds	36-3831152	Rate of 0.40% of average daily balance of asset(s)
Victory	13-2700161	Rate of 0.40% of average daily balance of asset(s)
Wells Fargo Advantage	41-0449260	Rate of 0.40% of average daily balance of asset(s)
Winslow Green Funds	20-2859985	Rate of 0.40% of average daily balance of asset(s)