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
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.	10/17/2011	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**	3125
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**	1894
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	1092
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	2986
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	2986
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	2902
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	28
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 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
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

BOKF, N.A. DBA BANK OF OKLAHOMA
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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(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)

BOKF, N.A. DBA BANK OF OKLAHOMA

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 62 63 64	TRUSTEE	23029	Yes [X] No [ ]	Yes [X] No [ ]	9256	Yes [ ] No [X]

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

UBS FINANCIAL SERVICES, INC.

1285 AVENUE OF THE AMERICAS
NEW YORK, NY 10019

(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?
27 54 65 71 63 99	NONE	190829	Yes [X] No [ ]	Yes [X] No [ ]	82128	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
UBS FINANCIAL SERVICES, INC.	63	3949

(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.
FRANKLIN STRATEGIC SERIES ONE FRANKLIN PARKWAY SAN MATEO, CA 94403-1906	3949

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
UBS FINANCIAL SERVICES, INC.	63	1912

(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.
HARTFORD MUTUAL FUNDS INC. P.O. BOX 2999 HARTFORD, CT 06115	1912

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
UBS FINANCIAL SERVICES, INC.	63	5350

(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.
PIMCO FUNDS 2187 ATLANTIC STREET STAMFORD, CT 06902	5350

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
UBS FINANCIAL SERVICES	63	3199

(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.
UBS FINANCIAL SERVICES 51 WEST 52ND STREET NEW YORK, NY 10019	3199

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
UBS FINANCIAL SERVICES	63	1778

(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.
NAXIS FUNDS P.O. BOX 219579 KANSAS CITY, MO 64121-9579	1778

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
UBS FINANCIAL SERVICES	63	36040

(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.
AMERICAN FUNDS P.O. BOX 6007 INDIANAPOLIS, IN 46206-6007	36040

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

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(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: MCGLADREY & PULLEN LLP	**b** EIN:	42-0714325
c	Position: ACCOUNTANT		
d	Address: ONE S. WACKER DRIVE CHICAGO, IL 60606	**e** Telephone:	312-634-3400

Explanation: THE CHANGE WAS DUE TO COST CONSIDERATIONS.

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
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	0

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

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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
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		23690
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	14413244	13227316
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	88902	45142
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	58633413	81072917
(2) U.S. Government securities	1c(2)	3717861	3578039
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	6973430	7870832
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	1522500	1744043
(B) Common	1c(4)(B)	27876319	32084588
(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)	8066323	8175214
(9) Value of interest in common/collective trusts	1c(9)	30873722	0
(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)	317774037	363526543
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	339837	213009

			(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	470279588	511561333
	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	470279588	511561333

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)	11507556	
	(B) Participants	2a(1)(B)	17178721	
	(C) Others (including rollovers)	2a(1)(C)	586400	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		29272677
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	104110	
	(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)	317021	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		421131
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	86354	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	6300053	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		6386407
	(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)	46794742	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		46794742
(6) Net investment gain (loss) from common/collective trusts	2b(6)		295768
(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		83170725
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	41741847	
(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)		41741847
f Corrective distributions (see instructions)	2f		5750
g Certain deemed distributions of participant loans (see instructions)	2g		10540
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	130843	
(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)		130843
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		41888980
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		41281745
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: CROWE HORWATH, LLP (2) EIN: 35-0921680

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

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
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

Chicago, Illinois

FINANCIAL STATEMENTS

December 31, 2010 and 2009

MAYER BROWN LLP U.S.A. SAVINGS PLAN
Chicago, Illinois

FINANCIAL STATEMENTS
December 31, 2010 and 2009

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Crowe Horwath

Crowe Horwath LLP
Independent Member Crowe Horwath International

REPORT OF INDEPENDENT AUDITORS

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

We were engaged to audit the financial statements and supplemental schedule of the Mayer Brown LLP U.S.A. Savings Plan (the Plan) as of December 31, 2010 and for the year then ended, as listed in the accompanying contents page. These financial statements and supplemental schedule are the responsibility of the Plan's management. The statement of net assets available for benefits as of December 31, 2009 and the related statement of changes in net assets available for benefits for the year then ended were reported on by other auditors whose report dated October 13, 2010, disclaimed an opinion for the same reasons described in the following paragraph.

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 information summarized in Note 3, which was certified by Bank of Oklahoma, the custodian of the Plan, except for comparing such information with the related information included in the 2010 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. The plan administrator has obtained a certification from the custodian as of December 31, 2010 and for the year then ended that the information provided to the plan administrator by the custodian 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 2010 financial statements and supplemental schedule taken as a whole. The form and content of the information included in the 2010 financial statements and supplemental schedule, other than that derived from the information certified by the custodian, 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.

Crowe Horwath LLP

Crowe Horwath LLP

Oak Brook, Illinois
October 11, 2011

MAYER BROWN LLP U.S.A. SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2010 and 2009

	2010	2009
ASSETS		
Investments, at fair value		
Mutual funds	$ 357,663,322	$ 317,774,037
Money market funds	77,332,829	53,213,663
Exchange traded funds	9,083,556	-
Collective trust	-	30,225,334
Certificates of deposit	3,740,088	5,408,565
U.S. government obligations	3,578,039	3,717,861
Corporate debt	7,870,832	6,973,430
Preferred stocks	1,744,043	1,522,500
Common stocks	28,864,253	27,876,319
Other	213,009	339,837
	490,089,971	447,051,546
Receivables		
Firm contributions	13,227,316	14,413,244
Notes receivable from participants	8,175,214	8,066,323
Accrued interest and other	45,142	88,902
	21,447,672	22,568,469
Other		
Cash, non-interest-bearing	23,690	11,185
Net assets available for benefits, reflecting all investments at fair value	511,561,333	469,631,200
Adjustments from fair value to contract value for fully benefit-responsive investment contracts	-	648,388
NET ASSETS AVAILABLE FOR BENEFITS	$ 511,561,333	$ 470,279,588

See accompanying 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, 2010 and 2009

	2010	2009
Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments	$ 46,794,742	$ 81,927,375
Interest and dividends	7,103,306	7,547,404
	53,898,048	89,474,779
Contributions		
Firm contributions	11,507,556	14,413,244
Participant tax-deferred contributions	17,178,721	18,612,432
Firm matching contributions	-	478,391
Rollovers from other plans	586,400	1,188,787
	29,272,677	34,692,854
Total additions	83,170,725	124,167,633
Deductions from net assets attributed to:		
Distributions paid directly to participants	41,758,137	40,231,815
Administrative fees	130,843	124,109
Total deductions	41,888,980	40,355,924
Net increase	41,281,745	83,811,709
Net assets available for benefits		
Beginning of year	470,279,588	386,467,879
End of year	$ 511,561,333	$ 470,279,588

See accompanying 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 participants 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% 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% 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% of the non-lawyer or lawyer equivalent employee's tax-deferred contributions up to a maximum match of $750 or 3.0% 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 has been or 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 30 or December 31 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, Roth contributions, and rollover contributions from other qualified defined benefit contribution plans.

(Continued)

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.

Retirement, Death and Disability: A participant is entitled to 100% of his or her account balance upon retirement, death or disability.

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.

Notes Receivable from Participants: Participants may borrow from their fund accounts a maximum equal to the lesser of $50,000 or 50% 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 participants account balances. Interest is charged at prime at the time the loan is made (prime was 3.25% at December 31, 2010 and 2009). 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 2010, loan rates ranged from 3.25% to 8.25%. Interest income from notes receivable from participants was approximately $317,000 and $404,000 for 2010 and 2009, 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 participants designated beneficiary. The Plan requires spousal consent to any non-spouse beneficiary designation.

Forfeited Accounts: At December 31, 2010 and 2009, forfeited nonvested accounts totaled approximately $380,000 and $1,764,000, respectively. These accounts will be used to reduce future regular Firm contributions. In 2010 and 2009, forfeitures of approximately $386,000 and $1,764,000, respectively, were used to reduce employer contributions.

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

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

(Continued)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Adoption of New Accounting Standards – Notes Receivable from Participants: In September 2010, the Financial Accounting Standards Board (FASB) amended existing guidance with respect to the reporting of participant loans for defined contribution pension plans. The guidance requires that loans issued to participants be reported as notes receivable, segregated from plan investments, and measured at their unpaid principal balances plus accrued but unpaid interest. This guidance is effective for reporting periods ending after December 15, 2010, and is to be applied retrospectively to all periods presented comparatively. The adoption of this guidance by the Plan resulted in a reclassification from investments to notes receivable from participants of $8,066,323 on the statement of net assets available for benefits as of December 31, 2009. Adoption had no effect on the Plan's net assets available for benefits.

Investment Valuation and Income Recognition: The Plan's investments are reported at fair value. See Note 4 for 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.

Fully Benefit-Responsive Investment Contracts: While Plan investments are presented at fair value in the statement of net assets available for benefits, any material difference between the fair value of the Plan's direct and indirect interests in fully benefit-responsive investment contracts and their contract value is presented as an adjustment line in the statement of net assets available for benefits, because contract value is the relevant measurement attribute for that portion of the Plan's net assets available for benefits. Contract value represents contributions made to a contract, plus earnings, less participant withdrawals and administrative expenses. Participants in fully benefit-responsive contracts may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The Plan held an indirect interest in such contracts through its investment in a stable value fund at December 31, 2009. No such investments were held by the Plan at December 31, 2010.

Notes Receivable from Participants: Notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest, with no allowance for credit losses, as repayments of principal and interest are received through payroll deductions and the notes are collateralized by the participants' account balances.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

Payments to Participants: Benefits are recorded when paid.

Reclassifications: Certain prior year amounts have been reclassified to conform to the current year presentation. These reclassifications had no effect on changes in net assets available for benefits.

Subsequent Events: The Plan has evaluated subsequent events through October 11, 2011, the date the financial statements were available to be issued.

(Continued)

NOTE 3 – UNAUDITED INFORMATION – CERTIFIED INVESTMENTS AND NOTES RECEIVABLE FROM PARTICIPANTS

The following is a summary of the investment information and notes receivable from participants as of December 31, 2010 and 2009, and for the years then ended, included throughout the Plan's financial statements that was prepared by or derived from information provided by the Bank of Oklahoma (BOK), a custodian of the Plan. BOK is the custodian of approximately 83% of the Plan's investments as of December 31, 2010 and 2009, respectively. The Plan's administrator has obtained certifications from BOK that information provided to the Plan's administrator by BOK related to the following investments and notes receivable from participants, including the associated investment income and interest income from notes receivable from participants, is complete and accurate. Accordingly, independent accountants have not audited information which appears throughout the financial statements related to the following investments and notes receivable from participants:

	As of December 31, 2010	2009
Investments:		
Money market fund	$ 69,119,914	$ 44,699,482
U.S. government obligations	158,007	149,703
Common stocks	6,486,171	8,084,022
Preferred stocks	-	1
Mutual funds	326,306,431	287,560,386
Exchange traded funds	3,220,335	-
Collective trust at contract value	-	30,873,722
Notes receivable from participants	8,175,214	8,066,323

	Years Ended December 31, 2010	2009
Investment income and income on notes receivable from participants:		
Net appreciation in value of investments	$ 40,472,648	$ 70,185,718
Interest and dividends	5,020,134	5,652,000

Information related to investments and the associated investment income held in self-directed brokerage accounts by UBS Financial Services (UBS) (Note 5), has not been certified as complete and accurate.

NOTE 4 - FAIR VALUE MEASUREMENTS

Fair value is the price that would be received by the Plan for an asset or paid by the Plan to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date in the Plan's principal or most advantageous market for the asset or liability. Fair value measurements are determined by maximizing the use of observable inputs and minimizing the use of unobservable inputs.

The hierarchy places the highest priority on unadjusted quoted market prices in active markets for identical assets or liabilities (level 1 measurements) and gives the lowest priority to unobservable inputs (level 3 measurements). The three levels of inputs within the fair value hierarchy are defined as follows:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the Plan has the ability to access as of the measurement date.

(Continued)

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

Level 2: Significant other observable inputs other than level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect the Plan's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

In some cases, a valuation technique used to measure fair value may include inputs from multiple levels of the fair value hierarchy. The lowest level of significant input determines the placement of the entire fair value measurement in the hierarchy.

The following are descriptions of the valuation methods and assumptions used by the Plan to estimate the fair values of investments and other financial instruments held by the Plan.

Certificates of Deposit: Fair values of certificates of deposit have been determined based upon their quoted redemption prices (level 2 inputs), with no discounts for credit quality or liquidity restrictions.

Mutual Funds and Exchange Traded Funds: The fair values of mutual fund and exchange traded fund investments are determined by obtaining quoted prices on nationally recognized securities exchanges (level 1 inputs).

Preferred and Common Stock: The fair values of preferred and common stock are determined by obtaining quoted prices on nationally recognized securities exchanges (level 1 inputs).

U.S. Government and Agency Obligations: Certain government securities and obligations are valued at the closing price reported in the active market in which the security or obligation is traded (level 1 inputs). Other government securities or obligations are valued based upon recent bid prices or the average of recent bid and asked prices when available (level 2 inputs).

Corporate Debt: Corporate bonds are valued based upon recent bid prices or the average of recent bid and asked prices when available (level 2 inputs), and if not available, they are valued through matrix pricing models developed by sources considered by management to be reliable. Matrix pricing, which is a mathematical technique commonly used to price debt securities that are not actively traded, values debt securities without relying exclusively on quoted prices for the specific securities, but rather by relying on the securities' relationship to other benchmark quoted securities (level 2 inputs).

Collective Trust Fund: The fair values of participation units in the stable value collective fund are based upon the net asset values of such fund, after adjustments to reflect all fund investments at fair value, including direct and indirect interests in fully benefit-responsive contracts, as reported in the audited financial statements of the fund (level 2 inputs). 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 fund manager from time to time. Units can be issued and redeemed on any business day at that day's net asset unit value with no advance notification requirements.

Firm Contributions Receivable: The fair values of firm contributions receivable approximate their carrying values due to their short-term nature.

(Continued)

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

Notes Receivable from Participants: The fair values of notes receivable from participants are impracticable to determine due to their lack of transferability.

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 investments measured on a recurring basis at fair value as of December 31, 2010 and 2009:

	Assets at Fair Value as of December 31, 2010 Using			
	(Level 1)	(Level 2)	(Level 3)	Total
Certificates of deposit	$ -	$ 3,740,088	$ -	$ 3,740,088
Mutual funds				
Money market funds	77,332,829	-	-	77,332,829
Fixed income funds	17,491,002	-	-	17,491,002
Blended funds	43,173,636	-	-	43,173,636
Growth and income funds	21,641,583	-	-	21,641,583
International funds	58,906,650	-	-	58,906,650
Sector funds	114,984,659	-	-	114,984,659
Index funds	38,909,793	-	-	38,909,793
Target-date funds	62,348,954	-	-	62,348,954
Other	207,045	-	-	207,045
Exchange traded funds	9,083,556	-	-	9,083,556
U.S. government and agency obligations	-	3,578,039	-	3,578,039
Corporate debt	-	7,870,832	-	7,870,832
Preferred stocks	1,744,043	-	-	1,744,043
Common stocks				
Materials	897,143	-	-	897,143
Industrials	2,224,958	-	-	2,224,958
Telecommunications	639,798	-	-	639,798
Consumer discretionary	2,027,635	-	-	2,027,635
Consumer staples	3,454,833	-	-	3,454,833
Energy	2,406,546	-	-	2,406,546
Financial services	4,181,366	-	-	4,181,366
Healthcare	2,291,176	-	-	2,291,176
Information technology	4,727,583	-	-	4,727,583
Utilities	536,543	-	-	536,543
Foreign stocks				
Energy	1,804,178	-	-	1,804,178
Materials	462,354	-	-	462,354
Industrials	165,733	-	-	165,733
Consumer discretionary	228,422	-	-	228,422
Consumer staples	291,781	-	-	291,781
Healthcare	658,350	-	-	658,350
Financial services	814,488	-	-	814,488
Information technology	175,851	-	-	175,851
Telecommunications	599,193	-	-	599,193
Utilities	107,077	-	-	107,077
Other	169,245	-	-	169,245
Other	-	213,009	-	213,009
Total investments	$ 474,688,003	$ 15,401,968	$ -	$ 490,089,971

(Continued)

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

There were no significant transfers between Level 1 and Level 2 during 2010.

	Assets at Fair Value as of December 31, 2009 Using			
	(Level 1)	(Level 2)	(Level 3)	Total
Mutual funds				
Money market funds	$ 53,213,663	$ -	$ -	$ 53,213,663
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
Collective trust	-	30,225,334	-	30,225,334
Certificate of deposits	-	5,408,565	-	5,408,565
U.S. government and agency obligations	149,703	3,568,158	-	3,717,861
Corporate debt	-	6,973,430	-	6,973,430
Preferred stocks	1,521,850	650	-	1,522,500
Common stocks				
Materials	784,556	1,332	-	785,888
Industrials	3,027,913	4,768	-	3,032,681
Telecommunications	970,982	85	-	971,067
Consumer discretionary	1,958,928	106	-	1,959,034
Consumer staples	3,014,667	1,597	-	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	518,617	-	-	518,617
Other	-	13,006	-	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
Other	-	339,837	-	339,837
Total investments	$ 400,064,125	$ 46,647,584	$ -	$ 447,051,546

(Continued)

NOTE 5 - INVESTMENTS

The following table presents the fair value of investments that represent 5% or more of the Plan's net assets available for benefits as of December 31, 2010 and 2009:

	2010	2009
Mutual funds:		
Cavanal Hill Cash Management Fund	$ 67,144,175	$ 41,196,514
Dodge & Cox Stock Fund	76,355,087	72,782,415
Jennison Small Company Fund (Z)	39,586,615	32,053,351
DWS Equity 500 Index Fund	38,656,997	34,185,463
American Europacific Growth Fund	25,165,641*	24,255,928
Shares of collective trust:		
ABN Amro Income Plus B at fair value (Contract values: 2010 - $0; 2009 - $30,873,722)	-*	30,225,334

* Less than 5% of net assets; presented for comparative purposes only.

The Plan's investments (including gains and losses on investments bought and sold as well as held during the year) appreciated (depreciated) in value during the years ended December 31, 2010 and 2009 as follows:

	2010	2009
Certificates of deposit	$ (15,289)	$ (4,694)
U.S. government obligations	160,172	7,396
Corporate debt	(40,842)	551,429
Preferred stocks	98,491	289,655
Common stocks and certain exchange traded funds	3,533,773	5,292,759
Mutual funds and certain exchange traded funds	43,147,926	75,674,284
Other	(89,489)	116,546
	$ 46,794,742	$ 81,927,375

The net appreciation in fair value of investments as certified by BOK is presented in Note 3.

NOTE 6 - PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under Department of Labor (DOL) regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer, and certain others. Certain costs associated with administration of the Plan are paid by the Firm. These costs include certain investment advisory fees, custodial fees, and audit fees. Certain administrative functions are performed by officers or employees of the Firm. No such officer or employee receives compensation from the Plan. Maintenance fees from notes receivable from participants are paid through the Plan by the individual participants. Notes receivable from participants also reflect party-in-interest transactions. Certain Plan investments are managed by Bank of Oklahoma and UBS Financial Services, the custodians of the Plan, or affiliates thereof. Therefore, these investments qualify as party-in-interest investments.

There were approximately $131,000 and $124,000 of fees for investment management and administrative services paid by the Plan for the years ended December 31, 2010 and 2009, respectively.

(Continued)

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% vested, and the available assets will be allocated to participants in accordance with the Plan's provisions.

NOTE 8 - TAX STATUS

The Plan obtained its latest determination letter on October 22, 2002, in which the Internal Revenue Service (IRS) stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. 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 Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements. In 2011, the Plan applied for a new IRS determination. The new determination was not received by the Plan through the date in which the financial statements were available to be issued.

NOTE 9 - RISKS AND UNCERTAINTIES

The Plan provides for various investment options. Investment securities are exposed to various risks, such as interest rate, market, liquidity, and credit risks. Due to the level of risk associated with certain investment securities and the sensitivity of certain fair value estimates to changes in valuation assumptions, it is at least reasonably possible that changes in the fair 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.

SUPPLEMENTAL SCHEDULE

MAYER BROWN LLP U.S.A. SAVINGS PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2010

Name of Plan Sponsor: Mayer Brown LLP
Employer Identification Number: 36-1447220
Three-Digit Plan Number: 004

(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
	Common Stocks and Exchange Traded funds			
	Attached listing of securities held in accounts at BOK	Domestic/foreign stocks and exchange traded funds	**	$ 9,706,516
	Mutual Funds			
	Attached listing of securities held in accounts at BOK	Pooled equity funds	**	316,212,939
	U.S. Government Obligations			
	Attached listing of securities held in accounts at BOK	U.S. treasury and agency securities	**	158,007
	Preferred Stocks			
	Attached listing of securities held in accounts at BOK	Preferred stock	**	1
	Mutual Funds			
	Attached listing of securities held in accounts at BOK	Pooled fixed income funds	**	9,509,381
	Notes Receivable from Participants			
*	Plan participants	Notes receivable, interest rates range from 3.25% to 8.25%		8,175,214
	Other Miscellaneous			
	Attached listing of securities held in accounts at BOK	Other	**	5
	Mutual Funds			
	Attached listing of securities held in accounts at BOK	Open end mutual funds	**	579,354
	Mutual Funds			
	Attached listing of securities held in accounts at BOK	Mutual fund REITS	**	4,751
	Money Market Funds			
	Attached listing of securities held in accounts at BOK	Money market funds	**	69,119,914
*	**Self-Directed Brokerage Accounts**			
	UBS	Self-directed brokerage accounts	**	84,799,103
				$ 498,265,185

* Indicates a party-in-interest to the Plan.
** Cost information not required for participant-directed investments.

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 12/31/10

ACCOUNT NO. 92-0008-00-0

MAYER BROWN LLP
USA SAVINGS PLAN
CONSOLIDATED ACCOUNT

FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT ACCRUAL	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
	STOCKS						
	COMMON STOCKS						
	MATERIALS						
1,250	PALADIN RESOURCES LIMITED	0 .00	6,312.50 10,795.90	5.050 8.637			Q7264T-10-4 PALAF
1,000	ARCELORMITTAL-NY REGISTERED	637 .00	38,130.00 34,962.95	38.130 34.963	.01	1.67	03938L-10-4 MT
250	COEUR D ALENE MINES CORP	0 .00	6,830.00 8,022.95	27.320 32.092			192108-50-4 CDE
130	DENISON MINES CORP	0 .00	444.60 1,913.15	3.420 14.717			248356-10-7 DNN
2,000	EXETER RESOURCE CORP	0 .00	12,420.00 6,915.95	6.210 3.458			301835-10-4 XRA
2,000	EXTORRE GOLD MINES LTD	0 .00	13,546.00 3,960.00	6.773 1.980			30227B-10-9 XG
80	FREEPORT-MCMORAN COPPER	160 .00	9,607.20 3,154.15	120.090 39.427		1.67	35671D-85-7 FCX
1,100	FRONTEER GOLD INC	0 .00	12,903.00 8,282.95	11.730 7.530			359032-10-9 FRG
1,000	GAMMON GOLD INC	0 .00	8,190.00 13,274.45	8.190 13.274			36467T-10-6 GRS
2,375	GOLDCORP INC	855 .00	109,202.50 24,453.85	45.980 10.296	.03	.78	380956-40-9 GG
7,500	GOLDEN STAR RESOURCES LTD	0 .00	34,425.00 19,901.80	4.590 2.654	.01		38119T-10-4 GSS
3,000	HECLA MINING CO	0 .00	33,780.00 17,929.25	11.260 5.976	.01		422704-10-6 HL

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 12/31/10

ACCOUNT NO. 92-0008-00-0

MAYER BROWN LLP
USA SAVINGS PLAN
CONSOLIDATED ACCOUNT

FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT ACCRUAL	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
3,680	IAMGOLD CORPORATION	294 294.40	65,504.00 19,243.85	17.800 5.229	.02	.45	450913-10-8 IAG
4,880	KINROSS GOLD CORP	488 .00	92,524.80 26,503.96	18.960 5.431	.02	.53	496902-40-4 KGC
0	NUCOR CORP	0 217.50	.00 .00	43.820			670346-10-5 NUE
140	OM GROUP INC	0 .00	5,391.40 4,768.95	38.510 34.064			670872-10-0 OMG
4,500	PARAMOUNT GOLD AND SILVER	0 .00	17,955.00 14,992.40	3.990 3.332			69924P-10-2 PZG
7,000	POPE & TALBOT INC	0 .00	3.50 26,132.85	.000 3.733			732827-10-0 PTBTQ
214	ROYAL GOLD INC	94 .00	11,690.82 9,211.63	54.630 43.045		.81	780287-10-8 RGLD
850	SILVER STANDARD RESOURCES INC	0 .00	23,987.00 28,117.22	28.220 33.079	.01		82823L-10-6 SSRI
2,443	SILVER WHEATON CORP	0 .00	95,374.72 60,467.71	39.040 24.751	.02		828336-10-7 SLW
800	THOMPSON CREEK METALS CO INC	0 .00	11,776.00 11,919.87	14.720 14.900			884768-10-2 TC
1,760	YAMANA GOLD INC	211 52.80	22,528.00 13,563.25	12.800 7.706	.01	.94	98462Y-10-0 AUY
	TOTAL MATERIALS	2,739 564.70	632,526.04 368,489.04		.15	0.43	
	INDUSTRIALS						
700	AIRCASTLE LTD	280 70.00	7,315.00 6,391.88	10.450 9.131		3.83	G0129K-10-4 AYR

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 12/31/10

ACCOUNT NO. 92-0008-00-0

MAYER BROWN LLP
USA SAVINGS PLAN
CONSOLIDATED ACCOUNT

FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT ACCRUAL	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
1,000	DIANA SHIPPING INC	0 .00	12,020.00 23,793.80	12.020 23.794			Y2066G-10-4 DSX
1,250	EMERSON ELECTRIC CO	1,725 .00	71,462.50 39,306.25	57.170 31.445	.02	2.41	291011-10-4 EMR
150	ENERGIZER HOLDINGS INC	0 .00	10,935.00 11,166.94	72.900 74.446			29266R-10-8 ENR
1,390	GENERAL ELECTRIC CO	778 166.60	25,423.10 36,393.34	18.290 26.182	.01	3.06	369604-10-3 GE
2,000	IMAX CORP	0 .00	56,140.00 44,561.76	28.070 22.281	.01		45245E-10-9 IMAX
1,000	KANSAS CITY SOUTHERN	0 .00	47,860.00 39,981.95	47.860 39.982	.01		485170-30-2 KSU
140	LOCKHEED MARTIN CORP	420 105.00	9,787.40 10,069.18	69.910 71.923		4.29	539830-10-9 LMT
125	PITNEY BOWES INC	182 .00	3,022.50 2,529.58	24.180 20.237		6.04	724479-10-0 PBI
300	TASER INTERNATIONAL INC	0 .00	1,410.00 1,776.62	4.700 5.922			87651B-10-4 TASR
	TOTAL INDUSTRIALS	3,385 341.60	245,375.50 215,971.30		.06	1.38	
	TELECOMMUNICATION						
125	FRONTIER COMM CORP	93 .00	1,216.25 950.40	9.730 7.603		7.71	35906A-10-8 FTR
350	OCCAM NETWORKS INC	0 .00	3,034.50 2,528.88	8.670 7.225			67457P-30-9 OCNW
400	QWEST COMMUNICATIONS INTL	128 .00	3,044.00 1,524.00	7.610 3.810		4.20	749121-10-9 Q

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849	VERIZON COMMUNICATIONS INC	1,655 .00	30,377.22 25,130.24	35.780 29.600	.01	5.45	92343V-10-4 VZ
380	VIVO PATICIPACOES SA	394 .00	12,384.20 12,031.51	32.590 31.662		3.19	92855S-20-0 VIV
	TOTAL TELECOMMUNICATION	2,270 .00	50,056.17 42,165.03		.01	4.54	
	CONSUMER DISCRETION						
55	AMAZON.COM INC	0 .00	9,900.00 10,069.67	180.000 183.085			023135-10-6 AMZN
50	AUTOLIV INC	80 .00	3,947.00 1,944.68	78.940 38.894		2.03	052800-10-9 ALV
25	BIGLARI HOLDINGS	0 .00	10,255.25 10,678.45	410.210 427.138			08986R-10-1 BH
25	CHIPOTLE MEXICAN GRILL - CL A	0 .00	5,316.50 4,235.24	212.660 169.410			169656-10-5 CMG
234	CITADEL BROADCASTING CORP	0 .00	1.64 729.18	.007 3.116			17285T-10-6
1,941	THE WALT DISNEY CO.	776 936.40	72,806.91 40,218.36	37.510 20.720	.02	1.07	254687-10-6 DIS
125	ENERGY CONVERSION DEVICES	0 .00	575.00 6,726.70	4.600 53.814			292659-10-9 ENER
21,025	FORD MOTOR CO	0 .00	353,009.75 334,532.15	16.790 15.911	.09		345370-86-0 F
240	GAMESTOP CORP-CL A	0 .00	5,491.20 6,888.76	22.880 28.703			36467W-10-9 GME
772	HARLEY-DAVIDSON INC	308 77.20	26,765.24 36,630.55	34.670 47.449	.01	1.15	412822-10-8 HOG

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350	HASBRO INC	350	16,513.00	47.180		2.12	418056-10-7
		.00	15,012.02	42.891			HAS
3,284	HOME DEPOT INC	3,103	115,137.04	35.060	.03	2.70	437076-10-2
		775.85	77,311.77	23.542			HD
2,025	JOHNSON CONTROLS INC	1,296	77,355.00	38.200	.02	1.68	478366-10-7
		200.00	75,720.53	37.393			JCI
1,876	LOWE'S COS INC	825	47,050.08	25.080	.01	1.75	548661-10-7
		.00	45,996.39	24.518			LOW
190	MCDONALD'S CORP	463	14,584.40	76.760		3.18	580135-10-1
		.00	10,908.35	57.412			MCD
816	NIKE INC -CL B	1,011	69,702.72	85.420	.02	1.45	654106-10-3
		252.96	39,871.80	48.863			NKE
10	OPENLANE INC	0	24.00	2.400			683722-10-2
		.00	6,084.00	608.400			OPNN
1	ONLANE INC	0	1.00	.000			683722-20-1
		.00	1.00	1.000			
100	PANERA BREAD COMPANY-CL A	0	10,121.00	101.210			69840W-10-8
		.00	10,526.63	105.266			PNRA
750	SHERWIN-WILLIAMS CO/THE	1,080	62,812.50	83.750	.02	1.72	824348-10-6
		.00	53,903.00	71.871			SHW
420	STARBUCKS CORP	218	13,494.60	32.130		1.62	855244-10-9
		.00	12,480.11	29.715			SBUX
100	TIFFANY & CO	100	6,227.00	62.270		1.61	886547-10-8
		25.00	4,260.00	42.600			TIF
381	TIMBERLAND CO-CL A	0	9,368.79	24.590			887100-10-5
		.00	9,990.49	26.222			TBL
1,250	TOWER AUTOMOTIVE INC	0	1,250.00	1.000			891707-10-1
		.00	4,186.35	3.349			

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440	TRAVELBYUS INC	0 .00	.04 3,608.00	.000 8.200			89417T-10-6 TRIP
	TOTAL CONSUMER DISCRETION	9,610 2,267.41	931,709.66 822,514.18		.23	1.03	
	CONSUMER STAPLES						
408	ALTRIA GROUP INC	620 155.04	10,044.96 10,113.42	24.620 24.788		6.17	02209S-10-3 MO
225	B&G FOODS INC-CLASS A	153 38.25	3,089.25 2,497.68	13.730 11.101		4.95	05508R-10-6 BGS
240	COCA-COLA CO/THE	422 .00	15,784.80 10,508.90	65.770 43.787		2.68	191216-10-0 KO
300	DIAGEO PLC-SPONSORED ADR	709 .00	22,299.00 14,858.40	74.330 49.528	.01	3.18	25243Q-20-5 DEO
1,150	GENERAL MILLS INC	1,288 .00	40,928.50 30,930.45	35.590 26.896	.01	3.15	370334-10-4 GIS
480	KIMBERLY-CLARK CORP	1,267 316.80	30,259.20 28,653.09	63.040 59.694	.01	4.19	494368-10-3 KMB
981	KRAFT FOODS INC-A	1,137 284.49	30,911.31 26,781.86	31.510 27.301	.01	3.68	50075N-10-4 KFT
350	PEPSICO INC	672 168.00	22,865.50 18,846.90	65.330 53.848	.01	2.94	713448-10-8 PEP
450	PHILIP MORRIS INTERNATIONAL	1,152 288.00	26,338.50 22,375.73	58.530 49.724	.01	4.37	718172-10-9 PM
1,189	PROCTER & GAMBLE CO	2,291 .00	76,488.37 54,964.62	64.330 46.228	.02	3.00	742718-10-9 PG
7,715	ROCKY MOUNTIAN CHOC FACT INC	3,086 .00	74,449.75 68,791.20	9.650 8.917	.02	4.15	774678-40-3 RMCF

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6,971	STAR SCIENTIFIC INC	0 .00	13,593.45 18,518.98	1.950 2.657			85517P-10-1 CIGX
8,863	TESCO PLC-SPONSORED ADR	5,140 1,641.43	176,923.21 171,093.29	19.962 19.304	.04	2.91	881575-30-2 TSCDY
626	WAL-MART STORES INC	757 340.61	33,760.18 29,756.00	53.930 47.534	.01	2.24	931142-10-3 WMT
100	WALGREEN CO	70 .00	3,896.00 4,440.95	38.960 44.410		1.80	931422-10-9 WAG
600	WENDY'S/ARBY'S GROUP INC	48 .00	2,772.00 2,802.06	4.620 4.670		1.73	950587-10-5 WEN
50	Z-TRIM HOLDINGS	0 .00	52.50 3,367.95	1.050 67.359			988924-20-5 ZTHO
	TOTAL CONSUMER STAPLES	18,812 3,232.62	584,456.48 519,301.48		.14	3.22	
	ENERGY						
100	ATWOOD OCEANICS INC	0 .00	3,737.00 2,652.24	37.370 26.522			050095-10-8 ATW
180	BP PLC-SPONS ADR	0 .00	7,950.60 7,848.00	44.170 43.600			055622-10-4 BP
515	CHEVRON CORP	1,483 .00	46,993.75 37,920.13	91.250 73.631	.01	3.16	166764-10-0 CVX
2,808	CONOCOPHILLIPS	6,177 .00	191,224.80 162,084.49	68.100 57.722	.05	3.23	20825C-10-4 COP
375	ENERPLUS RESOURCES FUND	799 .00	11,565.00 17,250.45	30.840 46.001		6.92	29274D-60-4
5,752	EXXON MOBIL CORP	10,123 1,334.08	420,586.24 367,558.71	73.120 63.901	.10	2.41	30231G-10-2 XOM

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200	OCCIDENTAL PETROLEUM CORP	304 76.00	19,620.00 9,248.95	98.100 46.245		1.55	674599-10-5 OXY
250	PIONEER DRILLING COMPANY	0 .00	2,202.50 1,800.65	8.810 7.203			723655-10-6 PDC
149	POWERSHARES CLEANTECH PORTFOLIO	0 .00	3,933.61 5,053.19	26.400 33.914		.02	73935X-27-8 PZD
179	POWERSHARES GLBL CLEAN ENERGY	3 .00	2,498.84 5,031.37	13.960 28.108		.14	73936T-61-5 PBD
1,000	TERAX ENERGY INC	0 .00	190.00 2,972.95	.190 2.973			88078Q-30-2 TEXG
1,860	URANERZ ENERGY CORP	0 .00	7,421.40 7,063.43	3.990 3.798			91688T-10-4 URZ
500	VALERO ENERGY CORP	100 .00	11,560.00 11,685.50	23.120 23.371		.87	91913Y-10-0 VLO
700	XSUNX INC	0 .00	49.00 1,128.95	.070 1.613			98385L-10-2 XSNX
	TOTAL ENERGY	18,989 1,410.08	729,532.74 639,299.01		.18	2.60	
	FINANCIALS						
654	XCELERA INC	0 .00	65.40 23,554.00	.100 36.015			G31611-10-9 XLACF
622	AMERICAN CAPITAL LTD	0 .00	4,702.32 12,139.38	7.560 19.517			02503Y-10-3 ACAS
200	AMERICAN INT'L GROUP INC	0 .00	11,524.00 3,687.21	57.620 18.436			026874-78-4 AIG
10,800	BANK OF AMERICA CORP	432 .00	144,072.00 143,185.25	13.340 13.258	.03	.30	060505-10-4 BAC

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2	BERKSHIRE HATHAWAY INC-CL A	0	.00	240,900.00 160,022.95	120,450.000 80,011.475	.06		084670-10-8 BRK A
1,245	BERKSHIRE HATHAWAY INC-CL B	0	.00	99,736.95 103,868.04	80.110 83.428	.02		084670-70-2 BRK B
250	BROADRIDGE FINANCIAL SOLUTIONS LLC	150	37.50	5,482.50 4,694.19	21.930 18.777		2.74	11133T-10-3 BR
24,890	CITIGROUP INC	0	.00	117,729.70 107,042.75	4.730 4.301	.03		172967-10-1 C
7,000	CITIZENS BANKING CORP MICH	0	.00	4,305.00 15,492.95	.615 2.213			174420-10-9 CRBC
400	CORUS BANKSHARES INC	0	.00	4.80 9,815.90	.012 24.540			220873-10-3 CORSQ
200	CURRENCYSHARES AUSTRALIAN DOLLAR TR	644	.00	20,532.00 17,916.95	102.660 89.585		3.14	23129U-10-1 FXA
521	HOSPITALITY PROPERTIES TRUST REIT	937	.00	12,003.84 7,324.42	23.040 14.058		7.81	44106M-10-2 HPT
146	JPMORGAN CHASE & CO	29	.00	6,193.32 3,480.26	42.420 23.837		.47	46625H-10-0 JPM
200	LEHMAN BROTHERS HOLDINGS INC	0	.00	9.32 1,740.95	.046 8.705			524908-10-0 LEHMQ
325	LEUCADIA NATIONAL CORP	81	.00	9,483.50 17,196.96	29.180 52.914		.86	527288-10-4 LUK
300	MOTORS LIQUIDATION COMPANY	0	.00	27.30 1,516.77	.091 5.056			62010A-10-5 MTLQQ
335	NYSE EURONEXT	402	.00	10,043.30 9,827.63	29.980 29.336		4.00	629491-10-1 NYX
624	NATIONAL BANK OF GREECE -ADR	0	.00	1,048.32 6,281.97	1.680 10.067			633643-40-8 NBG

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100	NORTHERN TRUST CORP	112 28.00	5,541.00 4,489.00	55.410 44.890		2.02	665859-10-4 NTRS
266	PLUM CREEK TIMBER CO REIT	446 .00	9,961.70 11,066.22	37.450 41.602		4.49	729251-10-8 PCL
256	RAYONIER INC REIT	552 138.24	13,445.12 10,807.66	52.520 42.217		4.11	754907-10-3 RYN
100	THE ST JOE COMPANY	0 .00	2,185.00 3,359.82	21.850 33.598			790148-10-0 JOE
110	THE TRAVELERS COMPANIES INC	158 .00	6,128.10 4,900.35	55.710 44.549		2.58	89417E-10-9 TRV
600	U.S. GLOBAL INVESTORS INC-A	144 .00	4,878.00 15,097.53	8.130 25.163		2.95	902952-10-0 GROW
8,756	US BANCORP	1,751 437.80	236,149.32 149,893.97	26.970 17.119	.06	.74	902973-30-4 USB
9,758	WASHINGTON MUTUAL INC	0 .00	552.30 52,053.41	.056 5.334			939322-10-3 WAMUQ
2,800	WASHINGTON REAL ESTATE INV REIT	4,858 .00	86,772.00 84,493.55	30.990 30.176	.02	5.60	939653-10-1 WRE
4,800	WELLS FARGO & COMPANY	960 .00	148,752.00 129,829.90	30.990 27.048	.04	.65	949746-10-1 WFC
	TOTAL FINANCIALS	11,656 641.54	1,202,228.11 1,114,779.94		.29	0.97	
	HEALTHCARE						
750	AMERICAN SHARED HOSPITAL	0 .00	2,115.00 2,294.35	2.820 3.059			029595-10-5 AMS
7,000	ARRAY BIOPHARMA INC	0 .00	20,930.00 23,029.15	2.990 3.290	.01		04269X-10-5 ARRY

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1,464	BECTON DICKINSON & CO	2,400 600.24	123,737.28 110,159.67	84.520 75.246	.03	1.94	075887-10-9 BDX
5,700	CYCLACEL PHARMACEUTICALS INC	0 .00	8,379.00 12,463.03	1.470 2.186			23254L-10-8 CYCC
230	ENZON PHARMACEUTICALS INC	0 .00	2,796.80 2,360.83	12.160 10.264			293904-10-8 ENZN
2,800	HEALTHWAYS INC	0 .00	31,248.00 29,555.95	11.160 10.556	.01		422245-10-0 HWAY
65	INTUITIVE SURGICAL INC	0 .00	16,753.75 18,100.90	257.750 278.475			46120E-60-2 ISRG
3,889	JOHNSON & JOHNSON	8,400 1,236.06	240,534.65 238,016.35	61.850 61.202	.06	3.49	478160-10-4 JNJ
125	LABORATORY CRP OF AMER HLDGS	0 .00	10,990.00 11,032.06	87.920 88.256			50540R-40-9 LH
1,360	MERCK & CO INC/NJ	2,067 516.80	49,014.40 44,708.95	36.040 32.874	.01	4.22	58933Y-10-5 MRK
115	NABI BIOPHARMACEUTICALS	0 .00	665.85 657.58	5.790 5.718			629519-10-9 NABI
1,000	NEWCARDIO INC	0 .00	849.00 1,642.95	.849 1.643			65106G-10-0 NWCI
1,000	NORTHFIELD LABORATORIES INC	0 .00	111.60 10,232.95	.111 10.233			666135-10-8
2,040	PFIZER INC	1,632 .00	35,720.40 59,125.89	17.510 28.983	.01	4.57	717081-10-3 PFE
748	SANOFI-AVENTIS-ADR	824 .00	24,108.04 20,748.56	32.230 27.739	.01	3.42	80105N-10-5 SNY
2,000	SCICLONE PHARMACEUTICALS INC	0 .00	8,360.00 5,415.95	4.180 2.708			80862K-10-4 SCLN

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	TOTAL HEALTHCARE	15,323 2,353.10	576,313.77 589,545.12		.14	2.66	
	INFORMATION TECHNOLOGY						
1,600	JINPAN INTERNATIONAL LTD	224 .00	16,848.00 30,998.95	10.530 19.374		1.33	G5138L-10-0 JST
3,199	ACTIVISION BLIZZARD INC	479 .00	39,795.56 27,534.57	12.440 8.607	.01	1.21	00507V-10-9 ATVI
628	APPLE INC COM	0 .00	202,567.68 178,752.17	322.560 284.637	.05		037833-10-0 AAPL
500	AUTODESK INC	0 .00	19,100.00 14,716.47	38.200 29.433			052769-10-6 ADSK
1,075	AUTOMATIC DATA PROCESSING	1,548 387.00	49,751.00 46,949.21	46.280 43.674	.01	3.11	053015-10-3 ADP
100	BAIDU INC SPONS ADR REPSTG ORD SHS CL A	0 .00	9,653.00 8,702.14	96.530 87.021			056752-10-8 BIDU
600	CISCO SYSTEMS INC	0 .00	12,138.00 18,330.29	20.230 30.550			17275R-10-2 CSCO
46,370	CIRRUS LOGIC, INC.	0 .00	740,992.60 764,383.67	15.980 16.484	.18		172755-10-0 CRUS
275	CORNING INC	55 .00	5,313.00 4,411.45	19.320 16.042		1.04	219350-10-5 GLW
200	DIEBOLD INC	216 .00	6,410.00 5,505.93	32.050 27.530		3.37	253651-10-3 DBD
150	DOLBY LABORATORIES INC-CL A	0 .00	10,005.00 10,044.94	66.700 66.966			25659T-10-7 DLB
1,500	FORMFACTOR INC	0 .00	13,320.00 15,255.95	8.880 10.171			346375-10-8 FORM

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19	GOOGLE INC-CL A	0 .00	11,285.43 9,712.38	593.970 511.178			38259P-50-8 GOOG
35	INTEL CORP	22 .00	736.05 1,734.00	21.030 49.543		3.00	458140-10-0 INTC
75,000	ISCO INTERNATIONAL INC	0 .00	3,750.00 13,478.12	.050 .180			46426P-10-3
185	ITRON INC	0 .00	10,258.25 10,011.50	55.450 54.116			465741-10-6 ITRI
565	MEMC ELECTRONIC MATERIALS	0 .00	6,361.90 22,477.15	11.260 39.783			552715-10-4 WFR
1,545	MEADE INSTRUMENTS CORP	0 .00	5,469.30 5,653.85	3.540 3.659			583062-20-3 MEAD
1,625	MICROSOFT CORP	1,040 .00	45,353.75 43,338.98	27.910 26.670	.01	2.29	594918-10-4 MSFT
1,125	MOTOROLA INC	0 .00	10,203.75 13,778.85	9.070 12.248			620076-10-9
60	NETFLIX INC	0 .00	10,542.00 5,758.84	175.700 95.981			64110L-10-6 NFLX
1,358	RESEARCH IN MOTION	0 .00	78,940.54 104,192.30	58.130 76.725	.02		760975-10-2 RIMM
630	SOLARFUN POWER HOLD-SPON ADR	0 .00	5,147.10 10,902.99	8.170 17.306			83415U-10-8 SOLF
15	SUPERCONDUCTOR TECHNOLOGIES INC.	0 .00	22.80 3,856.00	1.520 257.067			867931-30-5 SCON
900	THQ INC	0 .00	5,454.00 14,347.95	6.060 15.942			872443-40-3 THQI
3,093	TRIDENT MICROSYSTEMS INC	0 .00	5,505.54 5,551.68	1.780 1.795			895919-10-8 TRID

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76,720	VERTICAL COMPUTER SYSTEMS	0 .00	1,802.92 48.00	.023 .001			92532R-20-3 VCSY
1,250	YAHOO! INC	0 .00	20,787.50 21,966.50	16.630 17.573	.01		984332-10-6 YHOO
	TOTAL INFORMATION TECHNOLOGY	3,584 387.00	1,347,514.67 1,412,394.83		.33	0.27	
	EXCHANGE TRADED LP/LLC						
1,000	ENTERPRISE PRODUCTS PARTNERS LP	2,330 .00	41,610.00 23,242.95	41.610 23.243	.01	5.60	293792-10-7 EPD
1,150	KKR FINANCIAL HOLDINGS LLC	644 .00	10,695.00 6,254.94	9.300 5.439		6.02	48248A-30-6 KFN
75	KINDER MORGAN ENERGY PRTNRS LP	333 .00	5,269.50 3,735.45	70.260 49.806		6.32	494550-10-6 KMP
	TOTAL EXCHANGE TRADED LP/LLC	3,307 .00	57,574.50 33,233.34		.01	5.74	
	UTILITIES						
238	EXELON CORP	499 .00	9,910.32 10,229.05	41.640 42.979		5.04	30161N-10-1 EXC
1,010	GREAT PLAINS ENERGY INC	838 .00	19,583.90 31,956.40	19.390 31.640		4.28	391164-10-0 GXP
1,175	NEXTERA ENERGY INC	2,350 .00	61,088.25 46,435.45	51.990 39.520	.01	3.85	65339F-10-1 NEE
222	POWERSHARES GLBL WATER	38 .00	4,442.22 5,035.71	20.010 22.683		.87	73936T-62-3 PIO
600	REAVES UTILITY INCOME FUND	828 69.00	13,410.00 7,658.40	22.350 12.764		6.17	756158-10-1 UTG

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	TOTAL UTILITIES	4,553 69.00	108,434.69 101,315.01		.03	4.20	
	MISCELLANEOUS EQUITIES						
600	APOLLO INVESTMENT CORP	672 168.00	6,642.00 7,034.22	11.070 11.724		10.12	03761U-10-6 AINV
1,500	IPATH DOW JONES-UBS COMMDTY INDEX TOTAL RETURN ETN DUE JUNE 12, 2036	0 .00	73,680.00 50,775.90	49.120 33.851	.02		06738C-77-8 DJP
2,876	CURRENCY SHARES SWISS FRANC UIT	0 .00	305,575.00 245,347.69	106.250 85.309	.07		23129V-10-9 FXF
1,133	FT UNIT 2135 CONV & INCOME	981 .00	12,712.26 11,005.92	11.220 9.714		7.72	30269D-29-4 DJGF29
1,158	FT UNIT 2155 HIGH YIELD INCOME	1,095 .00	12,460.08 11,235.90	10.760 9.703		8.79	30273Y-79-7 FITR79
1,112	FT UNIT 2212 SENIOR LOAN PLUS	787 .00	12,621.20 10,824.00	11.350 9.734		6.24	30274J-28-6 FTDE28
522	FIRST TRUST MORNINGSTAR DIV LEADERS INDEX FUND	301 .00	8,320.68 10,139.31	15.940 19.424		3.63	336917-10-9 FDL
20	ISHARES MSCI BRAZIL FD	56 3.96	1,548.00 1,577.35	77.400 78.868		3.63	464286-40-0 EWZ
1,200	ISHARES MSCI PACIFIC EX JPN FD	1,861 .00	56,376.00 60,342.95	46.980 50.286	.01	3.30	464286-66-5 EPP
137	ISHARES MSCI FRANCE INDEX FD ETF	90 .00	3,349.65 5,042.63	24.450 36.808		2.71	464286-70-7 EWQ
296	ISHARES MSCI TAIWAN INDEX FD	85 .00	4,623.52 4,960.23	15.620 16.758		1.86	464286-73-1 EWT
114	ISHARES - SWITZERLAND ETF	36 .00	2,859.12 2,994.93	25.080 26.271		1.29	464286-74-9 EWL

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2,575	ISHARES S&P 500 INDEX FUND FD	5,760 .00	325,093.75 269,720.60	126.250 104.746	.08	1.77	464287-20-0 IVV
500	ISHARES S&P 500 GROWTH INDEX FD	453 .00	32,825.00 21,087.95	65.650 42.176	.01	1.38	464287-30-9 IVW
1,100	ISHARES MSCI EAFE INDEX FUND FD	1,536 .00	64,042.00 89,912.97	58.220 81.739	.02	2.40	464287-46-5 EFA
3,700	ISHARES S&P MIDCAP 400 FD	3,540 .00	335,553.00 215,561.75	90.690 58.260	.08	1.06	464287-50-7 IJH
4,737	ISHARES RUSSELL 2000 VALUE FD	5,485 .00	336,753.33 264,681.64	71.090 55.875	.08	1.63	464287-63-0 IWN
3,150	ISHARES RUSSELL 2000 FD	2,816 .00	246,456.00 152,209.25	78.240 48.320	.06	1.14	464287-65-5 IWM
1,313	ISHARES MSCI EAFE SMALL CAP	1,576 .00	55,421.73 26,582.63	42.210 20.246	.01	2.85	464288-27-3 SCZ
105	ISHARES S&P GLOBAL I	136 .00	3,681.30 4,978.95	35.060 47.419		3.70	464288-37-2 IGF
60	ISHARES S&P GLOBAL MATERIALS	72 .00	4,395.00 5,050.95	73.250 84.183		1.64	464288-69-5 MXI
33	MARKET VECTORS-BRAZIL SM-CAP	25 .00	1,903.44 1,623.45	57.680 49.195		1.36	57060U-61-3 BRF
450	POWERSHARES QQQ	162 .00	24,507.00 15,768.00	54.460 35.040	.01	.66	73935A-10-4 QQQQ
773	POWERSHARES H/Y EQ DVD ACHIE FD	271 .00	6,848.78 10,087.41	8.860 13.050		3.96	73935X-30-2 PEY
526	POWERSHARES INTER DVD ACHIEV FD	222 .00	8,100.40 10,030.47	15.400 19.069		2.75	73935X-71-6 PID
635	POWERSHARES DIV ACHIEVERS PORT	177 .00	8,902.70 9,982.10	14.020 15.720		1.99	73935X-73-2 PFM

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5,000	PROSHARES ULTRASHORT LEHMAN BROS 20 YR TREAS	0	.00	185,200.00 222,001.60	37.040 44.400	.04		74347R-29-7 TBT
900	ULTRASHORT DOW 30 PROSHARES	0	.00	18,630.00 80,767.33	20.700 89.741			74347R-86-7 DXD
9	SPDR S&P 500 ETF TRUST	20	71.15	1,131.75 1,343.52	125.750 149.280		1.80	78462F-10-3 SPY
3,062	SPDR GOLD TRUST	0	.00	424,760.64 249,661.14	138.720 81.535	.10		78463V-10-7 GLD
182	SPDR S&P CHINA	173	.00	13,875.68 14,839.57	76.240 81.536		1.25	78463X-40-0 GXC
144	KBW REGIONAL BANKING ETF	52	.00	3,808.80 4,985.19	26.450 34.619		1.38	78464A-69-8 KRE
1,190	SPDR S&P DIVIDEND ETF	2,072	.00	61,856.20 60,660.80	51.980 50.975	.01	3.35	78464A-76-3 SDY
81	SPDR S&P MIDCAP 400 ETF TRUST	121	163.10	13,339.08 12,551.22	164.680 154.953		.91	78467Y-10-7 MDY
650	UNITED STATES NATURAL GAS FUND LP	0	.00	3,894.48 6,980.24	5.991 10.739			912318-10-2 UNG
8,700	VANGUARD EUROPE PACIFIC ETF	7,803	.00	314,505.00 211,801.85	36.150 24.345	.08	2.48	921943-85-8 VEA
3,100	VANGUARD EMERG MARKET ETF FD	2,526	.00	149,252.60 84,224.85	48.146 27.169	.04	1.69	922042-85-8 VWO
1,225	VANGUARD REIT ETF FD	2,316	.00	67,828.25 31,536.85	55.370 25.744	.02	3.42	922908-55-3 VNQ
607	WISDOMTREE INDIA	87	.00	16,018.73 15,119.04	26.390 24.908		.55	97717W-42-2 EPI
221	WISDOMTREE INTL S/C DVD	325	.00	11,441.17 9,918.93	51.770 44.882		2.85	97717W-76-0 DLS

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	TOTAL MISCELLANEOUS EQUITIES	43,690 406.21	3,240,793.32 2,524,951.28		.78	1.35	
	TOTAL COMMON STOCKS	137,918 11,673.26	9,706,515.65 8,383,959.56		2.35	1.42	
	POOLED EQUITY FUNDS						
104.104	INVESCO ENERGY FUND-A FD#1050	3 .00	4,310.95 5,046.74	41.410 48.478		.07	00142F-20-4 IENAX
4,542.369	AQR MANAGED FUTURES STRAT-N FD#0013	0 .00	46,695.55 45,413.46	10.280 9.998	.01		00203H-84-2 AQMNX
123.795	ALLIANZ RCM TECHNOLOGY-A FD#4060	0 .00	5,853.03 5,303.29	47.280 42.839			018919-47-2 RAGTX
301.922	ALPINE INTL REAL ESTAT EQ Y FD#2115	206 .00	7,831.86 10,426.50	25.940 34.534		2.64	020940-40-9 EGLRX
573.846	ARTISAN INTERNATIONAL-INV FD#0661	102 .00	12,452.46 15,712.93	21.700 27.382		.82	04314H-20-4 ARTIX
2,009.435	ARTISAN MID CAP VALUE FD#1464	321 .00	40,349.45 30,044.28	20.080 14.952	.01	.80	04314H-70-9 ARTQX
4,598.584	ARTIO INTERNATIONAL EQ II-A FD#1528	1,053 .00	56,976.46 70,083.37	12.390 15.240	.01	1.85	04315J-84-5 JETAX
1,141.425	BARON PARTNERS FD#0586	0 .00	23,479.11 26,229.71	20.570 22.980	.01		06828M-10-8 BPTRX
1,529.226	BRIDGEWAY ULTRA SML CO MKT FD#0004	224 .00	22,586.67 25,894.73	14.770 16.933	.01	1.00	108747-40-3 BRSIX
4,571.688	BRIDGEWAY SMALL CAP VALUE-N FD#0052	315 .00	62,449.26 63,919.78	13.660 13.982	.02	.51	108747-82-5 BRSVX
157.212	CGM REALTY FD#0137	37 11.00	4,211.71 5,215.04	26.790 33.172		.90	125325-40-7 CGMRX

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427.048	CGM FOCUS FD #815	13 .00	14,861.27 25,106.28	34.800 58.790		.09	125325-50-6 CGMFX
549.094	CALAMOS GROWTH & INCOME-A FD#604	385 .00	17,247.04 15,889.98	31.410 28.939		2.23	128119-10-4 CVTRX
1,263.163	AMERICAN CAP WRLD GR&INC-F FD#0433	1,008 .00	45,044.39 44,483.56	35.660 35.216	.01	2.24	140543-40-6 CWGFX
563,024.226	COHEN & STEERS INST RLTY SH FD#1263 COM	487,578 .00	21,389,290.35 18,451,227.80	37.990 32.772	5.17	2.28	19247U-10-6 CSRIX
10,533.388	COHEN & STEERS INTL RLTY-A FD#1393	7,910 .00	116,709.94 160,456.79	11.080 15.233	.03	6.78	19248H-10-4 IRFAX
307.050	COLUMBIA VAL & RESTRUCT-Z FD#2051	186 .00	15,509.10 15,520.80	50.510 50.548		1.20	19765Y-51-4 UMBIX
173.786	COLUMBIA ENERGY/NATL RES-Z FD#2053	2 .00	4,030.10 5,079.36	23.190 29.228		.05	19765Y-82-9 UMESX
499.919	DWS CLIMATE CHANGE-A FD#0446	0 .00	3,244.47 5,010.61	6.490 10.023			23337G-86-0 WRMAX
271,143.980	DWS EQ 500 IDX-INST FD#0565	685,180 .00	38,656,997.23 35,637,983.23	142.570 131.436	9.35	1.77	23339C-20-6 BTIIX
11,164.734	DWS INVESTMENT TRUST INST FD#0595	3,628 .00	197,280.85 186,699.42	17.670 16.722	.05	1.84	23339E-44-2 RRRRX
991.383	DAVIS NEW YORK VENTURE-A FD#0425	371 .00	34,044.09 38,801.23	34.340 39.138	.01	1.09	239080-10-4 NYVTX
679.018	DODGE & COX BALANCED FD#0146	1,032 .00	47,680.64 50,430.80	70.220 74.270	.01	2.16	256201-10-4 DODBX
7,384.005	DODGE & COX INTL STK FD#1048	3,655 .00	263,682.82 215,942.05	35.710 29.245	.06	1.39	256206-10-3 DODFX
708,566.135	DODGE & COX STK FD#0145	871,536 .00	76,355,086.71 78,160,349.29	107.760 110.308	18.47	1.14	256219-10-6 DODGX

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452,618.027	DREYFUS PREM SM CAP EQ-I FD#0442	905	13,044,451.54	28.820	3.15	.01	26201F-83-5
		.00	11,818,778.52	26.112			DSERX
7,895.126	AMERICAN EUROPACIFIC GWTH-F FD#0416	4,444	324,963.39	41.160	.08	1.37	298706-40-9
		.00	243,521.81	30.845			AEGFX
609,190.040	AMER EUROPACIFIC GWTH-R5 FD#2516	416,076	25,165,640.55	41.310	6.09	1.65	298706-83-9
		.00	18,640,835.81	30.599			RERFX
244.456	FBR FOCUS FD#0004	0	12,181.24	49.830			30246J-30-7
		.00	11,452.27	46.848			FBRVX
840.595	FPA CRESCENT FUND FD#1347	268	22,519.54	26.790	.01	1.19	30254T-75-9
		.00	20,893.47	24.856			FPACX
2,740.866	FAIRHOLME FD#1950	1,063	97,520.01	35.580	.02	1.09	304871-10-6
		206.36	82,192.50	29.988			FAIRX
280.328	FIDELITY CHINA REGION FUND FD#0352	105	9,113.46	32.510		1.16	315910-77-8
		.00	7,711.04	27.507			FHKCX
546.969	FIDELITY LOW-PRICED STOCK FD#0316	82	20,992.67	38.380	.01	.39	316345-30-5
		.00	14,600.27	26.693			FLPSX
1,807.739	FIRST EAGLE SOGEN GLBL-A FD#0801	1,156	83,806.78	46.360	.02	1.38	32008F-50-7
		.00	70,611.34	39.061			SGENX
891.341	FORWARD STRAT REALTY-A FD #1542	969	20,349.32	22.830		4.77	34987A-28-5
		.00	36,668.40	41.138			KSRAX
11,926.538	FRONTEGRA HORIZON FD#0578	512	207,044.70	17.360	.05	.25	359033-60-2
		.00	170,230.18	14.273			
5,494.328	AMER GROWTH FD OF AMER-F1 FD#0405	1,351	166,148.48	30.240	.04	.81	399874-40-3
		.00	124,291.55	22.622			GFAFX
382,390.826	HARBOR CAPITAL APPREC-INSTL FD#2012	29,444	14,041,391.13	36.720	3.40	.21	411511-50-4
		.00	9,419,124.39	24.632			HACAX
247.526	HARBOR INTERNATIONAL-INV FD#2411	164	14,851.56	60.000		1.11	411511-64-5
		.00	15,435.98	62.361			HIINX

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3,026.344	HARBOR SM CAP GROWTH-INSTL FD#2010	0	38,949.05	12.870	.01		411511-86-8
		.00	34,325.65	11.342			HASGX
6,638.615	OAKMARK INTERNATIONAL FUND #109	1,062	128,855.52	19.410	.03	.82	413838-20-2
		.00	107,709.60	16.225			OAKIX
1,147.080	OAKMRK EQ&INC I FD #810	258	31,820.00	27.740	.01	.81	413838-40-0
		.00	28,359.49	24.723			OAKBX
647.761	OAKMARK SELECT FD#0808	36	17,781.04	27.450		.20	413838-60-8
		.00	15,243.38	23.532			OAKLX
851.666	OAKMARK GLOBAL FUND-I FD#1674	74	19,145.45	22.480		.39	413838-83-0
		.00	20,195.91	23.713			OAKGX
420.747	HARTFORD CAP APPRECIATION-A FD#0214	0	14,570.47	34.630			416645-40-6
		.00	15,129.93	35.960			ITHAX
395.659	HEARTLAND SELECT VALUE FD#0027	62	11,545.33	29.180		.54	422352-80-7
		.00	10,168.34	25.700			HRSVX
510.261	HEARTLAND VALUE-INV FD 0023	0	22,359.64	43.820	.01		422359-10-9
		.00	23,601.89	46.255			HRTVX
1,186.823	HENDERSON INTL OPP-A FD#1017	161	25,030.10	21.090	.01	.64	425067-84-0
		.00	30,565.32	25.754			HFOAX
106.202	ING RUSSIA FUND-A FD#1780	0	4,324.55	40.720			44980R-21-9
		.00	5,549.33	52.253			LETRX
1,554.633	IVA WORLDWIDE FUND-A #3500	99	25,993.46	16.720	.01	.38	45070A-10-7
		.00	25,730.06	16.551			IVWAX
2,325.836	IVA WRLDWD FUND-C FD#3501	0	38,701.91	16.640	.01		45070A-50-3
		.00	34,669.14	14.906			IVWCX
933.116	IVY GLBL NATURAL RESOURCE-A FD#0612	0	20,164.64	21.610			465897-42-9
		.00	27,154.26	29.101			IGNAX
184.226	IVY SCIENCE & TECH A FD #0608	0	5,806.80	31.520			466000-71-8
		.00	5,300.67	28.773			WSTAX

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1,100.160	IVY ASSET STRATEGY-C	FD#0306	0	26,106.80	23.730	.01		466000-73-4
			.00	23,000.00	20.906			WASCX
530.714	JANUS PERKINS SM CAP VAL-L	FD#0066	58	12,912.27	24.330		.45	471023-56-4
			.00	7,911.71	14.908			JSIVX
608.314	JANUS PERKINS MID CAP VAL-T	FD#0067	97	13,729.65	22.570		.71	471023-59-8
			.00	8,812.81	14.487			JMCVX
84.104	JANUS OVERSEAS FUND CLASS T	FD#1054	4	4,259.03	50.640		.11	471023-84-6
			.00	3,050.88	36.275			JAOSX
281.711	KEELEY SMALL CAP VALUE FD-A	FD#0245	10	7,034.32	24.970		.15	487300-50-1
			.00	8,010.40	28.435			KSCVX
311.222	LKCM SMALL CAP EQ-ADV	FD#0934	0	6,535.66	21.000			501885-60-2
			.00	5,451.81	17.517			LKSAX
574.053	LAZARD EMERGING MKTS PORTF	FD#0652	105	12,738.24	22.190		.83	52106N-76-4
			.00	10,000.00	17.420			LZOEX
2,910.882	LAZARD EMRG MKTS-INST	FD#0638	736	63,399.01	21.780	.02	1.16	52106N-88-9
			.00	52,050.35	17.881			LZEMX
189.688	L/M CAP MGT VAL TRUST-C	FD#0294	0	7,373.17	38.870			524659-10-9
			.00	10,576.14	55.755			LMVTX
1,105.104	LEUTHOLD-ASSET ALLOCTN-RTL	FD#0277	75	11,592.54	10.490		.65	527289-50-8
			.00	10,087.24	9.128			LAALX
3,332.189	LONGLEAF INTL	FD#0136	633	51,115.78	15.340	.01	1.24	543069-40-5
			.00	49,028.98	14.714			LLINX
1,461.874	MARSICO INVT FOCUS FUND #40		0	26,445.30	18.090	.01		573012-10-1
			.00	28,442.26	19.456			MFOCX
354.566	MATTHEWS ASIA DIVIDEND	FD#0809	146	5,080.93	14.330		2.88	577125-10-7
			.00	5,072.30	14.306			MAPIX
354.157	MERIDIAN VALUE FD #76		27	10,235.14	28.900		.27	589619-20-4
			.00	10,548.16	29.784			MVALX

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416.674	OPPENHEIMER GLBL OPPT-CL A FD#0215	117	12,387.72	29.730		.95	683943-10-4
		.00	11,478.42	27.548			OPGIX
1,024.703	OPPENHEIMER DEVELPNG MKTS-A FD#0785	50	37,370.92	36.470	.01	.13	683974-10-9
		.00	26,319.74	25.685			ODMAX
192.670	RS EMERGING MARKETS FUND-A FD#0126	106	5,152.00	26.740		2.06	700159-83-3
		.00	5,181.11	26.891			GBEMX
333.611	PERRITT MICRO CAP OPP FD#0001	0	9,150.95	27.430			714401-10-6
		.00	8,000.00	23.980			PRCGX
9,055.012	PRIMCAP ODYSSEY AGGR GRTH FD#1651	0	149,136.05	16.470	.04		74160Q-20-2
		.00	112,630.30	12.438			POAGX
1,868,174.351	PRUDENTIAL JENNISON S/C FD-Z FD#0407	37,363	39,586,614.50	21.190	9.57	.09	74441N-40-8
		.00	35,940,324.82	19.238			PSCZX
1,790.397	PUTNAM INTL CAP OPPOR-A FD#0050	537	63,863.46	35.670	.02	.84	746802-85-9
		.00	32,959.80	18.409			PNVAX
562.686	QUAKER SML CAP VAL A	0	8,417.78	14.960			746935-76-6
		.00	8,004.72	14.226			QUSVX
724.807	QUAKER STRATEGIC GRW FD-A FD#1865	0	11,865.09	16.370			746935-86-5
		.00	16,233.63	22.397			QUAGX
500.632	RBC MICROCAP VALUE FD CL-A FD#0278	12	8,405.61	16.790		.14	74926P-82-9
		.00	8,468.38	16.915			TMVAX
1,560.148	T ROWE PRICE CAP APPREC FD#0072	546	31,686.61	20.310	.01	1.72	77954M-10-5
		.00	28,901.40	18.525			PRWCX
228.177	T ROWE PRICE INTL DISCOVERY FD#	38	10,016.97	43.900		.39	77956H-30-2
		.00	10,335.64	45.297			PRIDX
399.275	T ROWE PRICE AFR & MID EASTFD#0168	47	3,070.42	7.690		1.56	77956H-74-0
		.00	5,273.28	13.207			TRAMX
606,737.083	T ROWE PRICE EMRG MKT STK FD#0111	60,673	21,405,684.29	35.280	5.18	.28	77956H-86-4
		.00	17,095,575.76	28.176			PRMSX

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1,424.191	T ROWE PRICE LATIN AMERICA FD#0097	398 .00	80,780.11 41,489.94	56.720 29.132	.02	.49	77956H-88-0 PRLAX
268.543	ROYCE PREMIER-INSTL FD#0426	0 .00	5,502.45 5,071.09	20.490 18.884			780905-68-3 RPFIX
575.438	ROYCE LOW-PRCD STK-SERV FD#0266	40 .00	10,501.74 8,275.88	18.250 14.382		.39	780905-80-8 RYLPX
773.820	ROYCE PENNSYLVANIA MUTFD-INV FD#0260	41 .00	9,015.00 8,129.87	11.650 10.506		.46	780905-84-0 PENNX
698.355	ROYCE HERITAGE-SERV FD#0294	41 .00	10,496.28 8,400.82	15.030 12.029		.39	780905-85-7 RGFAX
4,585.776	ROYCE TOTAL RETURN-INV FD#0267	710 .00	60,394.67 51,328.89	13.170 11.193	.01	1.18	780905-88-1 RYTRX
310.166	RYDEX/SGI MID CAP VAL-A FD#1035	23 .00	10,036.97 8,772.16	32.360 28.282		.23	814219-88-7 SEVAX
1,601.060	AMERICAN SM CAP WORLD F FD#0435	854 .00	61,688.84 62,952.42	38.530 39.319	.01	1.39	831681-40-8 SCWFX
317.579	TEMPLETON CHINA WRLD FD FD#0188	112 .00	12,652.35 10,263.43	39.840 32.318		.89	88018X-20-1 TCWAX
688.494	THIRD AVE VALUE FD#0440	665 .00	35,636.45 39,634.83	51.760 57.567	.01	1.87	884116-10-4 TAVFX
199.200	THIRD AVE REAL ESTATE VAL FD #446	183 .00	4,613.47 5,304.18	23.160 26.627		3.99	884116-40-1 TAREX
443.560	TOUCHSTONE M/C GROWTH-A FD#0042	0 .00	10,197.44 10,105.06	22.990 22.782			89154X-88-0 TEGAX
1,026.459	US GLBL ACCOLAD ESTRN EURO FD#864	0 .00	11,096.02 15,000.00	10.810 14.613			90330L-40-2 EUROX
2,325.550	VANGUARD DIV GWTH FD #57	634 .00	33,441.41 26,554.13	14.380 11.418	.01	1.90	921908-60-4 VDIGX

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2,514.165	VANGUARD PRIMECAP CORE-INV FD#1220	357	34,620.05	13.770	.01	1.03	921921-50-8
		.00	24,585.49	9.779			VPCCX
850.590	VANGUARD EXPLORER FD-INV #024	90	62,008.01	72.900	.01	.15	921926-10-1
		.00	58,124.00	68.334			VEXPX
930.976	VANGUARD BALANCED INDEX FD#2	445	19,904.27	21.380		2.24	921931-10-1
		.00	15,822.80	16.996			VBINX
643.330	VANGUARD WELLINGTON-INV FD#0021	547	20,007.56	31.100		2.74	921935-10-2
		.00	16,848.18	26.189			VWELX
8,743.958	VANGUARD SELECTED VAL FD #934	2,544	164,036.65	18.760	.04	1.55	921946-10-9
		.00	150,681.03	17.233			VASVX
2,677.203	VANGUARD INTL EXPLORER-INV FD#0126	599	44,628.97	16.670	.01	1.34	921946-20-8
		.00	31,047.33	11.597			VINEX
1,435.832	VANGUARD WINDSOR II-INV FD#0073	696	36,857.81	25.670	.01	1.89	922018-20-5
		.00	39,952.51	27.825			VWNFX
244,950.905	VANGUARD TGT RETIRE INCOME FD#0308	66,381	2,763,046.21	11.280	.67	2.40	92202E-10-2
		.00	2,581,615.90	10.539			VTINX
208,844.598	VANGUARD TG RETIREMENT 2005 FD#0302	60,564	2,449,747.13	11.730	.59	2.47	92202E-20-1
		.00	2,361,249.45	11.306			VTOVX
587,631.758	VANGUARD TG RETIREMENT 2015 FD#0303	162,186	7,298,386.43	12.420	1.77	2.22	92202E-30-0
		.00	7,160,960.09	12.186			VTXVX
703,812.676	VANGUARD TG RETIREMENT 2025 FD#0304	175,953	8,882,115.97	12.620	2.15	1.98	92202E-40-9
		.00	8,522,319.37	12.109			VTTVX
384,134.175	VANGUARD TG RETIREMENT 2035 FD#0305	0	5,028,316.35	13.090	1.22		92202E-50-8
		.00	4,707,214.69	12.254			VTTHX
338,029.839	VANGUARD TG RETIREMENT 2045 FD#0306	0	4,563,402.83	13.500	1.10		92202E-60-7
		.00	3,926,087.57	11.615			VTIVX
255,826.831	VANGUARD TGT RETRMT 2010 FD#0681	130,727	5,707,496.60	22.310	1.38	2.29	92202E-70-6
		.00	5,470,036.37	21.382			VTENX

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547,955.306	VANGUARD TGT RETRMT 2020 FD#0682	243,292	12,109,812.26	22.100	2.93	2.01	92202E-80-5
		.00	11,819,781.62	21.571			VTWNX
69,540.999	VANGUARD TGT RETRMT 2050 FD#0699	0	1,488,177.38	21.400	.36		92202E-86-2
		.00	1,244,501.29	17.896			VFIFX
203,878.954	VANGUARD TGT RETRMT 2040 FD#0696	75,027	4,383,397.51	21.500	1.06	1.71	92202E-87-0
		.00	3,918,441.13	19.219			VFORX
354,015.459	VANGUARD TGT RETRMT 2030 FD#0695	139,836	7,675,055.15	21.680	1.86	1.82	92202E-88-8
		.00	7,364,032.65	20.801			VTHRX
1,683.837	VANGUARD CAPITAL OPP-ADM FD#5111	542	129,285.00	76.780	.03	.42	922038-50-0
		.00	138,394.98	82.190			VHCAX
1,115.364	VANGUARD STRAT SMCAP EQ INV FD#0615	156	21,046.92	18.870	.01	.74	922038-60-9
		.00	21,051.66	18.874			VSTCX
180.634	VANGUARD EMERG MKT STK IND-INV #533	78	5,480.44	30.340		1.43	922042-30-4
		.00	4,132.48	22.878			VEIEX
1,706.708	VANGUARD 500 INDEX-SIG FD#1340	2,940	163,297.82	95.680	.04	1.80	922908-49-6
		.00	113,899.58	66.736			VIFSX
1,314.840	VANGUARD GRWTH INDX-INV FD#0009	419	41,548.94	31.600	.01	1.01	922908-50-4
		.00	29,900.27	22.741			VIGRX
1,937.441	VANGUARD SM CP GROWTH INDEX FD #861	147	42,468.71	21.920	.01	.35	922908-82-7
		.00	37,130.10	19.165			VISGX
3,116.788	WFA ASSET ALLOCATION-A FD#4312	545	37,432.62	12.010	.01	1.46	94985D-44-2
		.00	34,291.82	11.002			EAAFX
	TOTAL POOLED EQUITY FUNDS	3,692,188	316,212,938.84		76.47	1.17	
		217.36	288,011,436.63				
	TOTAL STOCKS	3,830,106	325,919,454.49		78.82	1.18	
		11,890.62	296,395,396.19				

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	FIXED INCOME SECURITIES						
	GOVERNMENT OBLIGATIONS						
	TREASURY AND FEDERAL AGENCIES						
142,609.600	U S TREAS INFL INDEX 2.125% 01/15/19	3,030 1,396.71	158,007.16 145,883.98	110.797 102.296	.04	1.92	912828-JX-9 UNIT19
	TOTAL TREASURY AND FEDERAL AGENCIES	3,030 1,396.71	158,007.16 145,883.98		.04	1.92	
	TOTAL GOVERNMENT OBLIGATIONS	3,030 1,396.71	158,007.16 145,883.98		.04	1.92	
	PREFERRED STOCKS NONCONVERTIBLE						
11	ATC-ONLANE INC RESTRICTED PFD SER D 0% DUE	0 .00	1.00 1.00	.000 .091			00211H-99-0
	TOTAL PREFERRED STOCKS NONCONVERTIB	0 .00	1.00 1.00		.00	0.00	
	POOLED FIXED INCOME FUNDS						
2,148.391	ALLIANCEBERNSTEIN GL BD-A FD#0055	683 56.74	18,003.52 17,346.09	8.380 8.074		3.79	01853W-10-5 ANAGX
972.763	ARTIO GLBL HI INC-A FD #1522	798 .00	10,350.20 10,000.00	10.640 10.280		7.72	04315J-87-8 BJBHX
1,022.505	CALVERT INCOME PORTFOLIO-A FD #908	535 .00	16,268.05 16,814.69	15.910 16.445		3.29	131582-20-7 CFICX
12,684.641	DODGE & COX INCOME FUND#147	8,181 .00	167,817.80 170,317.11	13.230 13.427	.04	4.88	256210-10-5 DODIX
21.149	FEDERATED ADJUST RT SEC-INST FD#0096	1 .17	207.47 201.32	9.810 9.519		.94	314082-10-8 FEUGX

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1,245.589	FIDELITY NEW MARKETS INCOME FD#0331	1,099 118.16	19,493.47 18,139.59	15.650 14.563		5.64	315910-83-6 FNMIX
400.156	FIDELITY CONV SECS FD #308	326 .00	10,183.97 10,887.74	25.450 27.209		3.21	316145-20-0 FCVSX
17,125.219	FRANKLIN INCOME SERIES-A FD#0109	2,466 .00	37,332.98 35,306.80	2.180 2.062	.01	6.61	353496-30-0 FKINX
25,839.966	HARBOR BOND-INSTL FD#2014	10,103 .00	312,663.59 305,434.33	12.100 11.820	.08	3.23	411511-10-8 HABDX
1,703.819	HIGHLAND FLT RT ADVANTAGE-A FD#0002	648 34.98	11,381.51 17,278.18	6.680 10.141		5.70	430097-10-5 XSFRX
223	ISHARES BARCLAYS TIPS BOND FUND UIT	600 58.56	23,976.96 21,737.56	107.520 97.478	.01	2.50	464287-17-6 TIP
1,267.051	LOOMIS SAYLES BOND-RETAIL FD#1164	1,000 .00	18,017.47 17,921.71	14.220 14.144		5.56	543495-83-2 LSBRX
2,344.936	NEUB BERM LB HIGH INCM-INV FD 1327	1,536 138.78	21,878.25 21,106.61	9.330 9.001	.01	7.02	64128K-85-0 NHINX
2,710.549	OPPENHEIMER INTL BOND-A FD#0880	692 .00	17,781.20 17,477.31	6.560 6.448		3.90	68380T-10-3 OIBAX
2,753.944	PIMCO TOTAL RETURN FUND-A FD#4005	866 78.85	29,880.29 28,373.47	10.850 10.303	.01	2.90	693390-44-5 PTTAX
53,673.360	PIMCO TOTAL RETURN-INST FD#0035	19,426 1,752.94	582,355.96 567,536.81	10.850 10.574	.14	3.34	693390-70-0 PTTRX
107,105.651	PIMCO HI YIELD-INST'L FD # 108	70,388 6,432.47	996,082.55 980,257.86	9.300 9.152	.24	7.07	693390-84-1 PHIYX
17,742.125	PIMCO FOREIGN BOND -INST FD # 103	5,264 432.22	185,050.36 182,804.13	10.430 10.303	.04	2.84	693390-88-2 PFORX
54,882.519	PIMCO REAL RET BOND FD INST # 122	10,254 1,230.18	623,465.42 612,948.77	11.360 11.168	.15	1.64	693391-10-4 PRRIX

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8,011.303	PIMCO TOTAL RETURN FD-D #4305	2,648	86,922.64	10.850	.02	3.05	693391-67-4
		368.72	83,327.15	10.401			PTTDX
19,061.656	T ROWE PRICE HIGH YIELD FD #57	8,976	129,238.03	6.780	.03	6.95	741481-10-5
		1,169.58	129,497.93	6.794			PRHYX
883.485	T ROWE PRICE INTL BD FD#0076	210	8,790.68	9.950		2.40	77956H-10-4
		18.40	8,987.74	10.173			RPIBX
3,805.602	T ROWE PRICE INTL BD ADV CL #276	794	37,789.63	9.930	.01	2.10	77956H-83-1
		69.63	39,146.40	10.287			PAIBX
1,409.618	T. ROWE PRICE EMERGING MKT FD#0110	1,234	18,719.73	13.280		6.59	77956H-87-2
		107.53	18,500.88	13.125			PREMX
3,104.997	TCW EMERGING MKTS INC I CL FD#4721	1,723	26,858.22	8.650	.01	6.42	87234N-76-5
		.00	26,620.09	8.573			TGEIX
1,001.238	TCW GALILEO TOTL RETN BND-I FD#4728	760	9,932.28	9.920		7.66	87234N-88-0
		.00	10,387.09	10.374			TGLMX
1,860.430	TEMPLETON GLBL BD-A FD#0406	1,079	25,283.24	13.590	.01	4.27	880208-10-3
		.00	25,425.33	13.666			TPINX
856.929	TEMPLETON GLOBAL BD-ADV FD#0616	525	11,619.96	13.560		4.52	880208-40-0
		.00	10,734.23	12.526			TGBAX
18,849.360	VANGUARD HI YLD CORP-INV FD#0029	7,620	107,441.35	5.700	.03	7.09	922031-20-8
		732.56	105,651.75	5.605			VWEHX
3,629.815	VANGUARD FIX INC SH TM US TS FD#0032	305	38,766.42	10.680	.01	.79	922031-70-3
		26.40	38,996.80	10.743			VFISX
5,415.741	VANGUARD INFL-PROT SEC-ADM FD#5119	3,531	138,318.03	25.540	.03	2.55	922031-73-7
		.00	134,271.87	24.793			VAIPX
44,015.627	VANGUARD S/T INVEST GR-ADM FD#0539	15,210	474,048.30	10.770	.11	3.21	922031-83-6
		1,270.49	467,649.58	10.625			VFSUX
393,630.367	VANGUARD INFL-PROT SEC-INV FD#0119	124,780	5,117,194.77	13.000	1.24	2.44	922031-86-9
		.00	5,069,102.03	12.878			VIPSX

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3,225.806	VIRTUS MULTI-SEC S/T BD-A FD#0561	720 63.81	15,516.13 15,000.00	4.810 4.650		4.65	92828R-64-4 NARAX
11,587.449	WFA INTERNATIONAL BOND-I FD#4705	6,234 .00	133,139.79 137,675.17	11.490 11.881	.03	4.68	94985D-58-2 ESICX
1,850.253	WFA ADJUSTABLE RATE GOVT-I FD#4118	361 33.32	16,837.30 17,216.03	9.100 9.305		2.15	94985D-63-2 EKIZX
1,005.021	WESTCORE PLUS BOND FD#0198	446 .00	10,773.83 10,504.47	10.720 10.452		4.14	957904-67-5 WTIBX
	TOTAL POOLED FIXED INCOME FUNDS	312,022 14,194.49	9,509,381.35 9,400,584.62		2.30	3.28	
	TOTAL FIXED INCOME SECURITIES	315,052 15,591.20	9,667,389.51 9,546,469.60		2.34	3.26	
	MISCELLANEOUS ASSETS						
	LOANS AND MORTGAGES						
8,175,214.230	POOLED LOAN FUND	NOT AVAIL .00	8,175,214.23 8,175,214.23	1.000 1.000	1.98		POOLLO-AN-3
	TOTAL LOANS AND MORTGAGES	0 .00	8,175,214.23 8,175,214.23		1.98	0.00	
	OTHER MISCELLANEOUS						
1	MAYER, BROWN, ROWE & MAW USA SAVINGS PLAN DOCUMENT DTD 1/1/00	0 .00	1.00 1.00	.000 1.000			JAB021-54-9
1	ORIG TRUST DOC DTD 1/1/97	0 .00	1.00 1.00	.000 1.000			MI0125-92-9
1	ORIGINAL BNY/BOK AGMT DTD 1/1/97	0 .00	1.00 1.00	.000 1.000			MI0133-57-6

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FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT ACCRUAL	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
1	PAINEWEBBER CUST AGMT DTD 9/2/97	0 .00	1.00 1.00	.000 1.000			MI0142-27-0
1	MAYER, BROWN & PLATT SAVINGS PLAN ERISA TRUSTEE CERTIFICATION 9/24/97	0 .00	1.00 1.00	.000 1.000			MI0202-67-8
	TOTAL OTHER MISCELLANEOUS	0 .00	5.00 5.00		.00	0.00	
	TOTAL MISCELLANEOUS ASSETS	0 .00	8,175,219.23 8,175,219.23		1.98	0.00	
ALTERNATIVE INVESTMENTS							
OPEN END MUTUAL FUNDS							
314.323	FIDELITY LEVERAGED CO STOCK FD#0122	0 .00	8,933.06 10,188.10	28.420 32.413			316389-87-3 FLVCX
172.087	PERMANENT PORTFOLIO FD#1500	49 .00	7,883.31 6,088.02	45.810 35.378		.63	714199-10-6 PRPFX
60,553.076	PIMCO COMMOD RR STRAT-INS FD#0045	50,319 12,133.02	562,538.08 530,714.65	9.290 8.764	.14	8.95	722005-66-7 PCRIX
	TOTAL OPEN END MUTUAL FUNDS	50,368 12,133.02	579,354.45 546,990.77		.14	8.69	
MUTUAL FUND R E I T S							
170.586	VIRTUS REAL ESTATE SEC-A FD#0578	55 .00	4,750.82 5,174.87	27.850 30.336		1.17	92828R-58-6 PHRAX
	TOTAL MUTUAL FUND R E I T S	55 .00	4,750.82 5,174.87		.00	1.17	
	TOTAL ALTERNATIVE INVESTMENTS	50,423 12,133.02	584,105.27 552,165.64		.14	8.63	

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 12/31/10

ACCOUNT NO. 92-0008-00-0

MAYER BROWN LLP
USA SAVINGS PLAN
CONSOLIDATED ACCOUNT

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	CASH AND EQUIVALENTS						
1,975,739.490	CAVANAL HILL CASH MNG ADMIN FD#0001	197 16.17	1,975,739.49 1,975,739.49	1.000 1.000	.48	.01	14956P-83-6 APCXX
67,144,174.640	CAVANAL HILL CSH MG INST CL FD#0051	16,711 1,314.28	67,144,174.64 67,144,174.64	1.000 1.000	16.24	.02	14956P-84-4 APHXX
	TOTAL CASH AND EQUIVALENTS	16,908 1,330.45	69,119,914.13 69,119,914.13		16.72	0.02	
	CASH	0 .00	23,689.51 23,689.51	.000 .000	.01		
	TOTAL CASH	0 .00	23,689.51 23,689.51		.01	0.00	
	UNSETTLED TRADES						
	DUE FROM BROKERS	0 .00	106,254.77 106,254.77	.000 .000	.03		DFBSEC-U#-
	DUE TO BROKERS	0 .00	102,058.19- 102,058.19-	.000 .000	.02-		DTBSEC-U#-
	TOTAL UNSETTLED TRADES		4,196.58 4,196.58		.00	0.00	
	NET ASSETS	4,212,489 40,945.29	413,493,968.72 383,817,050.88				
	NET ASSETS & ACCRUALS		413,534,914.01				

(ESTIMATED INCOME NOT AVAILABLE FOR INDICATED INVESTMENTS)

MAYER BROWN LLP U.S.A. SAVINGS PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2010

Name of Plan Sponsor: Mayer Brown LLP
Employer Identification Number: 36-1447220
Three-Digit Plan Number: 004

(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
	Common Stocks and Exchange Traded funds			
	Attached listing of securities held in accounts at BOK	Domestic/foreign stocks and exchange traded funds	**	$ 9,706,516
	Mutual Funds			
	Attached listing of securities held in accounts at BOK	Pooled equity funds	**	316,212,939
	U.S. Government Obligations			
	Attached listing of securities held in accounts at BOK	U.S. treasury and agency securities	**	158,007
	Preferred Stocks			
	Attached listing of securities held in accounts at BOK	Preferred stock	**	1
	Mutual Funds			
	Attached listing of securities held in accounts at BOK	Pooled fixed income funds	**	9,509,381
	Notes Receivable from Participants			
*	Plan participants	Notes receivable, interest rates range from 3.25% to 8.25%		8,175,214
	Other Miscellaneous			
	Attached listing of securities held in accounts at BOK	Other	**	5
	Mutual Funds			
	Attached listing of securities held in accounts at BOK	Open end mutual funds	**	579,354
	Mutual Funds			
	Attached listing of securities held in accounts at BOK	Mutual fund REITS	**	4,751
	Money Market Funds			
	Attached listing of securities held in accounts at BOK	Money market funds	**	69,119,914
*	**Self-Directed Brokerage Accounts**			
	UBS	Self-directed brokerage accounts	**	84,799,103
				$ 498,265,185

* Indicates a party-in-interest to the Plan.
** Cost information not required for participant-directed investments.

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	STOCKS						
	COMMON STOCKS						
	MATERIALS						
1,250	PALADIN RESOURCES LIMITED	0 .00	6,312.50 10,795.90	5.050 8.637			Q7264T-10-4 PALAF
1,000	ARCELORMITTAL-NY REGISTERED	637 .00	38,130.00 34,962.95	38.130 34.963	.01	1.67	03938L-10-4 MT
250	COEUR D ALENE MINES CORP	0 .00	6,830.00 8,022.95	27.320 32.092			192108-50-4 CDE
130	DENISON MINES CORP	0 .00	444.60 1,913.15	3.420 14.717			248356-10-7 DNN
2,000	EXETER RESOURCE CORP	0 .00	12,420.00 6,915.95	6.210 3.458			301835-10-4 XRA
2,000	EXTORRE GOLD MINES LTD	0 .00	13,546.00 3,960.00	6.773 1.980			30227B-10-9 XG
80	FREEPORT-MCMORAN COPPER	160 .00	9,607.20 3,154.15	120.090 39.427		1.67	35671D-85-7 FCX
1,100	FRONTEER GOLD INC	0 .00	12,903.00 8,282.95	11.730 7.530			359032-10-9 FRG
1,000	GAMMON GOLD INC	0 .00	8,190.00 13,274.45	8.190 13.274			36467T-10-6 GRS
2,375	GOLDCORP INC	855 .00	109,202.50 24,453.85	45.980 10.296	.03	.78	380956-40-9 GG
7,500	GOLDEN STAR RESOURCES LTD	0 .00	34,425.00 19,901.80	4.590 2.654	.01		38119T-10-4 GSS
3,000	HECLA MINING CO	0 .00	33,780.00 17,929.25	11.260 5.976	.01		422704-10-6 HL

SCHEDULE A - ASSETS AND LIABILITIES
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3,680	IAMGOLD CORPORATION	294 294.40	65,504.00 19,243.85	17.800 5.229	.02	.45	450913-10-8 IAG
4,880	KINROSS GOLD CORP	488 .00	92,524.80 26,503.96	18.960 5.431	.02	.53	496902-40-4 KGC
0	NUCOR CORP	0 217.50	.00 .00	43.820			670346-10-5 NUE
140	OM GROUP INC	0 .00	5,391.40 4,768.95	38.510 34.064			670872-10-0 OMG
4,500	PARAMOUNT GOLD AND SILVER	0 .00	17,955.00 14,992.40	3.990 3.332			69924P-10-2 PZG
7,000	POPE & TALBOT INC	0 .00	3.50 26,132.85	.000 3.733			732827-10-0 PTBTQ
214	ROYAL GOLD INC	94 .00	11,690.82 9,211.63	54.630 43.045		.81	780287-10-8 RGLD
850	SILVER STANDARD RESOURCES INC	0 .00	23,987.00 28,117.22	28.220 33.079	.01		82823L-10-6 SSRI
2,443	SILVER WHEATON CORP	0 .00	95,374.72 60,467.71	39.040 24.751	.02		828336-10-7 SLW
800	THOMPSON CREEK METALS CO INC	0 .00	11,776.00 11,919.87	14.720 14.900			884768-10-2 TC
1,760	YAMANA GOLD INC	211 52.80	22,528.00 13,563.25	12.800 7.706	.01	.94	98462Y-10-0 AUY
	TOTAL MATERIALS	2,739 564.70	632,526.04 368,489.04		.15	0.43	
	INDUSTRIALS						
700	AIRCASTLE LTD	280 70.00	7,315.00 6,391.88	10.450 9.131		3.83	G0129K-10-4 AYR

SCHEDULE A - ASSETS AND LIABILITIES
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1,000	DIANA SHIPPING INC	0 .00	12,020.00 23,793.80	12.020 23.794			Y2066G-10-4 DSX
1,250	EMERSON ELECTRIC CO	1,725 .00	71,462.50 39,306.25	57.170 31.445	.02	2.41	291011-10-4 EMR
150	ENERGIZER HOLDINGS INC	0 .00	10,935.00 11,166.94	72.900 74.446			29266R-10-8 ENR
1,390	GENERAL ELECTRIC CO	778 166.60	25,423.10 36,393.34	18.290 26.182	.01	3.06	369604-10-3 GE
2,000	IMAX CORP	0 .00	56,140.00 44,561.76	28.070 22.281	.01		45245E-10-9 IMAX
1,000	KANSAS CITY SOUTHERN	0 .00	47,860.00 39,981.95	47.860 39.982	.01		485170-30-2 KSU
140	LOCKHEED MARTIN CORP	420 105.00	9,787.40 10,069.18	69.910 71.923		4.29	539830-10-9 LMT
125	PITNEY BOWES INC	182 .00	3,022.50 2,529.58	24.180 20.237		6.04	724479-10-0 PBI
300	TASER INTERNATIONAL INC	0 .00	1,410.00 1,776.62	4.700 5.922			87651B-10-4 TASR
	TOTAL INDUSTRIALS	3,385 341.60	245,375.50 215,971.30		.06	1.38	
	TELECOMMUNICATION						
125	FRONTIER COMM CORP	93 .00	1,216.25 950.40	9.730 7.603		7.71	35906A-10-8 FTR
350	OCCAM NETWORKS INC	0 .00	3,034.50 2,528.88	8.670 7.225			67457P-30-9 OCNW
400	QWEST COMMUNICATIONS INTL	128 .00	3,044.00 1,524.00	7.610 3.810		4.20	749121-10-9 Q

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849	VERIZON COMMUNICATIONS INC	1,655 .00	30,377.22 25,130.24	35.780 29.600	.01	5.45	92343V-10-4 VZ
380	VIVO PATICIPACOES SA	394 .00	12,384.20 12,031.51	32.590 31.662		3.19	92855S-20-0 VIV
	TOTAL TELECOMMUNICATION	2,270 .00	50,056.17 42,165.03		.01	4.54	
	CONSUMER DISCRETION						
55	AMAZON.COM INC	0 .00	9,900.00 10,069.67	180.000 183.085			023135-10-6 AMZN
50	AUTOLIV INC	80 .00	3,947.00 1,944.68	78.940 38.894		2.03	052800-10-9 ALV
25	BIGLARI HOLDINGS	0 .00	10,255.25 10,678.45	410.210 427.138			08986R-10-1 BH
25	CHIPOTLE MEXICAN GRILL - CL A	0 .00	5,316.50 4,235.24	212.660 169.410			169656-10-5 CMG
234	CITADEL BROADCASTING CORP	0 .00	1.64 729.18	.007 3.116			17285T-10-6
1,941	THE WALT DISNEY CO.	776 936.40	72,806.91 40,218.36	37.510 20.720	.02	1.07	254687-10-6 DIS
125	ENERGY CONVERSION DEVICES	0 .00	575.00 6,726.70	4.600 53.814			292659-10-9 ENER
21,025	FORD MOTOR CO	0 .00	353,009.75 334,532.15	16.790 15.911	.09		345370-86-0 F
240	GAMESTOP CORP-CL A	0 .00	5,491.20 6,888.76	22.880 28.703			36467W-10-9 GME
772	HARLEY-DAVIDSON INC	308 77.20	26,765.24 36,630.55	34.670 47.449	.01	1.15	412822-10-8 HOG

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350	HASBRO INC	350	16,513.00	47.180		2.12	418056-10-7
		.00	15,012.02	42.891			HAS
3,284	HOME DEPOT INC	3,103	115,137.04	35.060	.03	2.70	437076-10-2
		775.85	77,311.77	23.542			HD
2,025	JOHNSON CONTROLS INC	1,296	77,355.00	38.200	.02	1.68	478366-10-7
		200.00	75,720.53	37.393			JCI
1,876	LOWE'S COS INC	825	47,050.08	25.080	.01	1.75	548661-10-7
		.00	45,996.39	24.518			LOW
190	MCDONALD'S CORP	463	14,584.40	76.760		3.18	580135-10-1
		.00	10,908.35	57.412			MCD
816	NIKE INC -CL B	1,011	69,702.72	85.420	.02	1.45	654106-10-3
		252.96	39,871.80	48.863			NKE
10	OPENLANE INC	0	24.00	2.400			683722-10-2
		.00	6,084.00	608.400			OPNN
1	ONLANE INC	0	1.00	.000			683722-20-1
		.00	1.00	1.000			
100	PANERA BREAD COMPANY-CL A	0	10,121.00	101.210			69840W-10-8
		.00	10,526.63	105.266			PNRA
750	SHERWIN-WILLIAMS CO/THE	1,080	62,812.50	83.750	.02	1.72	824348-10-6
		.00	53,903.00	71.871			SHW
420	STARBUCKS CORP	218	13,494.60	32.130		1.62	855244-10-9
		.00	12,480.11	29.715			SBUX
100	TIFFANY & CO	100	6,227.00	62.270		1.61	886547-10-8
		25.00	4,260.00	42.600			TIF
381	TIMBERLAND CO-CL A	0	9,368.79	24.590			887100-10-5
		.00	9,990.49	26.222			TBL
1,250	TOWER AUTOMOTIVE INC	0	1,250.00	1.000			891707-10-1
		.00	4,186.35	3.349			

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440	TRAVELBYUS INC	0 .00	.04 3,608.00	.000 8.200			89417T-10-6 TRIP
	TOTAL CONSUMER DISCRETION	9,610 2,267.41	931,709.66 822,514.18		.23	1.03	
	CONSUMER STAPLES						
408	ALTRIA GROUP INC	620 155.04	10,044.96 10,113.42	24.620 24.788		6.17	02209S-10-3 MO
225	B&G FOODS INC-CLASS A	153 38.25	3,089.25 2,497.68	13.730 11.101		4.95	05508R-10-6 BGS
240	COCA-COLA CO/THE	422 .00	15,784.80 10,508.90	65.770 43.787		2.68	191216-10-0 KO
300	DIAGEO PLC-SPONSORED ADR	709 .00	22,299.00 14,858.40	74.330 49.528	.01	3.18	25243Q-20-5 DEO
1,150	GENERAL MILLS INC	1,288 .00	40,928.50 30,930.45	35.590 26.896	.01	3.15	370334-10-4 GIS
480	KIMBERLY-CLARK CORP	1,267 316.80	30,259.20 28,653.09	63.040 59.694	.01	4.19	494368-10-3 KMB
981	KRAFT FOODS INC-A	1,137 284.49	30,911.31 26,781.86	31.510 27.301	.01	3.68	50075N-10-4 KFT
350	PEPSICO INC	672 168.00	22,865.50 18,846.90	65.330 53.848	.01	2.94	713448-10-8 PEP
450	PHILIP MORRIS INTERNATIONAL	1,152 288.00	26,338.50 22,375.73	58.530 49.724	.01	4.37	718172-10-9 PM
1,189	PROCTER & GAMBLE CO	2,291 .00	76,488.37 54,964.62	64.330 46.228	.02	3.00	742718-10-9 PG
7,715	ROCKY MOUNTIAN CHOC FACT INC	3,086 .00	74,449.75 68,791.20	9.650 8.917	.02	4.15	774678-40-3 RMCF

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6,971	STAR SCIENTIFIC INC	0 .00	13,593.45 18,518.98	1.950 2.657			85517P-10-1 CIGX
8,863	TESCO PLC-SPONSORED ADR	5,140 1,641.43	176,923.21 171,093.29	19.962 19.304	.04	2.91	881575-30-2 TSCDY
626	WAL-MART STORES INC	757 340.61	33,760.18 29,756.00	53.930 47.534	.01	2.24	931142-10-3 WMT
100	WALGREEN CO	70 .00	3,896.00 4,440.95	38.960 44.410		1.80	931422-10-9 WAG
600	WENDY'S/ARBY'S GROUP INC	48 .00	2,772.00 2,802.06	4.620 4.670		1.73	950587-10-5 WEN
50	Z-TRIM HOLDINGS	0 .00	52.50 3,367.95	1.050 67.359			988924-20-5 ZTHO
	TOTAL CONSUMER STAPLES	18,812 3,232.62	584,456.48 519,301.48		.14	3.22	
	ENERGY						
100	ATWOOD OCEANICS INC	0 .00	3,737.00 2,652.24	37.370 26.522			050095-10-8 ATW
180	BP PLC-SPONS ADR	0 .00	7,950.60 7,848.00	44.170 43.600			055622-10-4 BP
515	CHEVRON CORP	1,483 .00	46,993.75 37,920.13	91.250 73.631	.01	3.16	166764-10-0 CVX
2,808	CONOCOPHILLIPS	6,177 .00	191,224.80 162,084.49	68.100 57.722	.05	3.23	20825C-10-4 COP
375	ENERPLUS RESOURCES FUND	799 .00	11,565.00 17,250.45	30.840 46.001		6.92	29274D-60-4
5,752	EXXON MOBIL CORP	10,123 1,334.08	420,586.24 367,558.71	73.120 63.901	.10	2.41	30231G-10-2 XOM

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200	OCCIDENTAL PETROLEUM CORP	304 76.00	19,620.00 9,248.95	98.100 46.245		1.55	674599-10-5 OXY
250	PIONEER DRILLING COMPANY	0 .00	2,202.50 1,800.65	8.810 7.203			723655-10-6 PDC
149	POWERSHARES CLEANTECH PORTFOLIO	0 .00	3,933.61 5,053.19	26.400 33.914		.02	73935X-27-8 PZD
179	POWERSHARES GLBL CLEAN ENERGY	3 .00	2,498.84 5,031.37	13.960 28.108		.14	73936T-61-5 PBD
1,000	TERAX ENERGY INC	0 .00	190.00 2,972.95	.190 2.973			88078Q-30-2 TEXG
1,860	URANERZ ENERGY CORP	0 .00	7,421.40 7,063.43	3.990 3.798			91688T-10-4 URZ
500	VALERO ENERGY CORP	100 .00	11,560.00 11,685.50	23.120 23.371		.87	91913Y-10-0 VLO
700	XSUNX INC	0 .00	49.00 1,128.95	.070 1.613			98385L-10-2 XSNX
	TOTAL ENERGY	18,989 1,410.08	729,532.74 639,299.01		.18	2.60	
	FINANCIALS						
654	XCELERA INC	0 .00	65.40 23,554.00	.100 36.015			G31611-10-9 XLACF
622	AMERICAN CAPITAL LTD	0 .00	4,702.32 12,139.38	7.560 19.517			02503Y-10-3 ACAS
200	AMERICAN INT'L GROUP INC	0 .00	11,524.00 3,687.21	57.620 18.436			026874-78-4 AIG
10,800	BANK OF AMERICA CORP	432 .00	144,072.00 143,185.25	13.340 13.258	.03	.30	060505-10-4 BAC

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2	BERKSHIRE HATHAWAY INC-CL A	0	.00	240,900.00 160,022.95	120,450.000 80,011.475	.06		084670-10-8 BRK A
1,245	BERKSHIRE HATHAWAY INC-CL B	0	.00	99,736.95 103,868.04	80.110 83.428	.02		084670-70-2 BRK B
250	BROADRIDGE FINANCIAL SOLUTIONS LLC	150	37.50	5,482.50 4,694.19	21.930 18.777		2.74	11133T-10-3 BR
24,890	CITIGROUP INC	0	.00	117,729.70 107,042.75	4.730 4.301	.03		172967-10-1 C
7,000	CITIZENS BANKING CORP MICH	0	.00	4,305.00 15,492.95	.615 2.213			174420-10-9 CRBC
400	CORUS BANKSHARES INC	0	.00	4.80 9,815.90	.012 24.540			220873-10-3 CORSQ
200	CURRENCYSHARES AUSTRALIAN DOLLAR TR	644	.00	20,532.00 17,916.95	102.660 89.585		3.14	23129U-10-1 FXA
521	HOSPITALITY PROPERTIES TRUST REIT	937	.00	12,003.84 7,324.42	23.040 14.058		7.81	44106M-10-2 HPT
146	JPMORGAN CHASE & CO	29	.00	6,193.32 3,480.26	42.420 23.837		.47	46625H-10-0 JPM
200	LEHMAN BROTHERS HOLDINGS INC	0	.00	9.32 1,740.95	.046 8.705			524908-10-0 LEHMQ
325	LEUCADIA NATIONAL CORP	81	.00	9,483.50 17,196.96	29.180 52.914		.86	527288-10-4 LUK
300	MOTORS LIQUIDATION COMPANY	0	.00	27.30 1,516.77	.091 5.056			62010A-10-5 MTLQQ
335	NYSE EURONEXT	402	.00	10,043.30 9,827.63	29.980 29.336		4.00	629491-10-1 NYX
624	NATIONAL BANK OF GREECE -ADR	0	.00	1,048.32 6,281.97	1.680 10.067			633643-40-8 NBG

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100	NORTHERN TRUST CORP	112 28.00	5,541.00 4,489.00	55.410 44.890		2.02	665859-10-4 NTRS
266	PLUM CREEK TIMBER CO REIT	446 .00	9,961.70 11,066.22	37.450 41.602		4.49	729251-10-8 PCL
256	RAYONIER INC REIT	552 138.24	13,445.12 10,807.66	52.520 42.217		4.11	754907-10-3 RYN
100	THE ST JOE COMPANY	0 .00	2,185.00 3,359.82	21.850 33.598			790148-10-0 JOE
110	THE TRAVELERS COMPANIES INC	158 .00	6,128.10 4,900.35	55.710 44.549		2.58	89417E-10-9 TRV
600	U.S. GLOBAL INVESTORS INC-A	144 .00	4,878.00 15,097.53	8.130 25.163		2.95	902952-10-0 GROW
8,756	US BANCORP	1,751 437.80	236,149.32 149,893.97	26.970 17.119	.06	.74	902973-30-4 USB
9,758	WASHINGTON MUTUAL INC	0 .00	552.30 52,053.41	.056 5.334			939322-10-3 WAMUQ
2,800	WASHINGTON REAL ESTATE INV REIT	4,858 .00	86,772.00 84,493.55	30.990 30.176	.02	5.60	939653-10-1 WRE
4,800	WELLS FARGO & COMPANY	960 .00	148,752.00 129,829.90	30.990 27.048	.04	.65	949746-10-1 WFC
	TOTAL FINANCIALS	11,656 641.54	1,202,228.11 1,114,779.94		.29	0.97	
	HEALTHCARE						
750	AMERICAN SHARED HOSPITAL	0 .00	2,115.00 2,294.35	2.820 3.059			029595-10-5 AMS
7,000	ARRAY BIOPHARMA INC	0 .00	20,930.00 23,029.15	2.990 3.290	.01		04269X-10-5 ARRY

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1,464	BECTON DICKINSON & CO	2,400 600.24	123,737.28 110,159.67	84.520 75.246	.03	1.94	075887-10-9 BDX
5,700	CYCLACEL PHARMACEUTICALS INC	0 .00	8,379.00 12,463.03	1.470 2.186			23254L-10-8 CYCC
230	ENZON PHARMACEUTICALS INC	0 .00	2,796.80 2,360.83	12.160 10.264			293904-10-8 ENZN
2,800	HEALTHWAYS INC	0 .00	31,248.00 29,555.95	11.160 10.556	.01		422245-10-0 HWAY
65	INTUITIVE SURGICAL INC	0 .00	16,753.75 18,100.90	257.750 278.475			46120E-60-2 ISRG
3,889	JOHNSON & JOHNSON	8,400 1,236.06	240,534.65 238,016.35	61.850 61.202	.06	3.49	478160-10-4 JNJ
125	LABORATORY CRP OF AMER HLDGS	0 .00	10,990.00 11,032.06	87.920 88.256			50540R-40-9 LH
1,360	MERCK & CO INC/NJ	2,067 516.80	49,014.40 44,708.95	36.040 32.874	.01	4.22	58933Y-10-5 MRK
115	NABI BIOPHARMACEUTICALS	0 .00	665.85 657.58	5.790 5.718			629519-10-9 NABI
1,000	NEWCARDIO INC	0 .00	849.00 1,642.95	.849 1.643			65106G-10-0 NWCI
1,000	NORTHFIELD LABORATORIES INC	0 .00	111.60 10,232.95	.111 10.233			666135-10-8
2,040	PFIZER INC	1,632 .00	35,720.40 59,125.89	17.510 28.983	.01	4.57	717081-10-3 PFE
748	SANOFI-AVENTIS-ADR	824 .00	24,108.04 20,748.56	32.230 27.739	.01	3.42	80105N-10-5 SNY
2,000	SCICLONE PHARMACEUTICALS INC	0 .00	8,360.00 5,415.95	4.180 2.708			80862K-10-4 SCLN

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	TOTAL HEALTHCARE	15,323 2,353.10	576,313.77 589,545.12		.14	2.66	
	INFORMATION TECHNOLOGY						
1,600	JINPAN INTERNATIONAL LTD	224 .00	16,848.00 30,998.95	10.530 19.374		1.33	G5138L-10-0 JST
3,199	ACTIVISION BLIZZARD INC	479 .00	39,795.56 27,534.57	12.440 8.607	.01	1.21	00507V-10-9 ATVI
628	APPLE INC COM	0 .00	202,567.68 178,752.17	322.560 284.637	.05		037833-10-0 AAPL
500	AUTODESK INC	0 .00	19,100.00 14,716.47	38.200 29.433			052769-10-6 ADSK
1,075	AUTOMATIC DATA PROCESSING	1,548 387.00	49,751.00 46,949.21	46.280 43.674	.01	3.11	053015-10-3 ADP
100	BAIDU INC SPONS ADR REPSTG ORD SHS CL A	0 .00	9,653.00 8,702.14	96.530 87.021			056752-10-8 BIDU
600	CISCO SYSTEMS INC	0 .00	12,138.00 18,330.29	20.230 30.550			17275R-10-2 CSCO
46,370	CIRRUS LOGIC, INC.	0 .00	740,992.60 764,383.67	15.980 16.484	.18		172755-10-0 CRUS
275	CORNING INC	55 .00	5,313.00 4,411.45	19.320 16.042		1.04	219350-10-5 GLW
200	DIEBOLD INC	216 .00	6,410.00 5,505.93	32.050 27.530		3.37	253651-10-3 DBD
150	DOLBY LABORATORIES INC-CL A	0 .00	10,005.00 10,044.94	66.700 66.966			25659T-10-7 DLB
1,500	FORMFACTOR INC	0 .00	13,320.00 15,255.95	8.880 10.171			346375-10-8 FORM

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19	GOOGLE INC-CL A	0 .00	11,285.43 9,712.38	593.970 511.178			38259P-50-8 GOOG
35	INTEL CORP	22 .00	736.05 1,734.00	21.030 49.543		3.00	458140-10-0 INTC
75,000	ISCO INTERNATIONAL INC	0 .00	3,750.00 13,478.12	.050 .180			46426P-10-3
185	ITRON INC	0 .00	10,258.25 10,011.50	55.450 54.116			465741-10-6 ITRI
565	MEMC ELECTRONIC MATERIALS	0 .00	6,361.90 22,477.15	11.260 39.783			552715-10-4 WFR
1,545	MEADE INSTRUMENTS CORP	0 .00	5,469.30 5,653.85	3.540 3.659			583062-20-3 MEAD
1,625	MICROSOFT CORP	1,040 .00	45,353.75 43,338.98	27.910 26.670	.01	2.29	594918-10-4 MSFT
1,125	MOTOROLA INC	0 .00	10,203.75 13,778.85	9.070 12.248			620076-10-9
60	NETFLIX INC	0 .00	10,542.00 5,758.84	175.700 95.981			64110L-10-6 NFLX
1,358	RESEARCH IN MOTION	0 .00	78,940.54 104,192.30	58.130 76.725	.02		760975-10-2 RIMM
630	SOLARFUN POWER HOLD-SPON ADR	0 .00	5,147.10 10,902.99	8.170 17.306			83415U-10-8 SOLF
15	SUPERCONDUCTOR TECHNOLOGIES INC.	0 .00	22.80 3,856.00	1.520 257.067			867931-30-5 SCON
900	THQ INC	0 .00	5,454.00 14,347.95	6.060 15.942			872443-40-3 THQI
3,093	TRIDENT MICROSYSTEMS INC	0 .00	5,505.54 5,551.68	1.780 1.795			895919-10-8 TRID

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76,720	VERTICAL COMPUTER SYSTEMS	0 .00	1,802.92 48.00	.023 .001			92532R-20-3 VCSY
1,250	YAHOO! INC	0 .00	20,787.50 21,966.50	16.630 17.573	.01		984332-10-6 YHOO
	TOTAL INFORMATION TECHNOLOGY	3,584 387.00	1,347,514.67 1,412,394.83		.33	0.27	
	EXCHANGE TRADED LP/LLC						
1,000	ENTERPRISE PRODUCTS PARTNERS LP	2,330 .00	41,610.00 23,242.95	41.610 23.243	.01	5.60	293792-10-7 EPD
1,150	KKR FINANCIAL HOLDINGS LLC	644 .00	10,695.00 6,254.94	9.300 5.439		6.02	48248A-30-6 KFN
75	KINDER MORGAN ENERGY PRTNRS LP	333 .00	5,269.50 3,735.45	70.260 49.806		6.32	494550-10-6 KMP
	TOTAL EXCHANGE TRADED LP/LLC	3,307 .00	57,574.50 33,233.34		.01	5.74	
	UTILITIES						
238	EXELON CORP	499 .00	9,910.32 10,229.05	41.640 42.979		5.04	30161N-10-1 EXC
1,010	GREAT PLAINS ENERGY INC	838 .00	19,583.90 31,956.40	19.390 31.640		4.28	391164-10-0 GXP
1,175	NEXTERA ENERGY INC	2,350 .00	61,088.25 46,435.45	51.990 39.520	.01	3.85	65339F-10-1 NEE
222	POWERSHARES GLBL WATER	38 .00	4,442.22 5,035.71	20.010 22.683		.87	73936T-62-3 PIO
600	REAVES UTILITY INCOME FUND	828 69.00	13,410.00 7,658.40	22.350 12.764		6.17	756158-10-1 UTG

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	TOTAL UTILITIES	4,553 69.00	108,434.69 101,315.01		.03	4.20	
	MISCELLANEOUS EQUITIES						
600	APOLLO INVESTMENT CORP	672 168.00	6,642.00 7,034.22	11.070 11.724		10.12	03761U-10-6 AINV
1,500	IPATH DOW JONES-UBS COMMDTY INDEX TOTAL RETURN ETN DUE JUNE 12, 2036	0 .00	73,680.00 50,775.90	49.120 33.851	.02		06738C-77-8 DJP
2,876	CURRENCY SHARES SWISS FRANC UIT	0 .00	305,575.00 245,347.69	106.250 85.309	.07		23129V-10-9 FXF
1,133	FT UNIT 2135 CONV & INCOME	981 .00	12,712.26 11,005.92	11.220 9.714		7.72	30269D-29-4 DJGF29
1,158	FT UNIT 2155 HIGH YIELD INCOME	1,095 .00	12,460.08 11,235.90	10.760 9.703		8.79	30273Y-79-7 FITR79
1,112	FT UNIT 2212 SENIOR LOAN PLUS	787 .00	12,621.20 10,824.00	11.350 9.734		6.24	30274J-28-6 FTDE28
522	FIRST TRUST MORNINGSTAR DIV LEADERS INDEX FUND	301 .00	8,320.68 10,139.31	15.940 19.424		3.63	336917-10-9 FDL
20	ISHARES MSCI BRAZIL FD	56 3.96	1,548.00 1,577.35	77.400 78.868		3.63	464286-40-0 EWZ
1,200	ISHARES MSCI PACIFIC EX JPN FD	1,861 .00	56,376.00 60,342.95	46.980 50.286	.01	3.30	464286-66-5 EPP
137	ISHARES MSCI FRANCE INDEX FD ETF	90 .00	3,349.65 5,042.63	24.450 36.808		2.71	464286-70-7 EWQ
296	ISHARES MSCI TAIWAN INDEX FD	85 .00	4,623.52 4,960.23	15.620 16.758		1.86	464286-73-1 EWT
114	ISHARES - SWITZERLAND ETF	36 .00	2,859.12 2,994.93	25.080 26.271		1.29	464286-74-9 EWL

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2,575	ISHARES S&P 500 INDEX FUND FD	5,760 .00	325,093.75 269,720.60	126.250 104.746	.08	1.77	464287-20-0 IVV
500	ISHARES S&P 500 GROWTH INDEX FD	453 .00	32,825.00 21,087.95	65.650 42.176	.01	1.38	464287-30-9 IVW
1,100	ISHARES MSCI EAFE INDEX FUND FD	1,536 .00	64,042.00 89,912.97	58.220 81.739	.02	2.40	464287-46-5 EFA
3,700	ISHARES S&P MIDCAP 400 FD	3,540 .00	335,553.00 215,561.75	90.690 58.260	.08	1.06	464287-50-7 IJH
4,737	ISHARES RUSSELL 2000 VALUE FD	5,485 .00	336,753.33 264,681.64	71.090 55.875	.08	1.63	464287-63-0 IWN
3,150	ISHARES RUSSELL 2000 FD	2,816 .00	246,456.00 152,209.25	78.240 48.320	.06	1.14	464287-65-5 IWM
1,313	ISHARES MSCI EAFE SMALL CAP	1,576 .00	55,421.73 26,582.63	42.210 20.246	.01	2.85	464288-27-3 SCZ
105	ISHARES S&P GLOBAL I	136 .00	3,681.30 4,978.95	35.060 47.419		3.70	464288-37-2 IGF
60	ISHARES S&P GLOBAL MATERIALS	72 .00	4,395.00 5,050.95	73.250 84.183		1.64	464288-69-5 MXI
33	MARKET VECTORS-BRAZIL SM-CAP	25 .00	1,903.44 1,623.45	57.680 49.195		1.36	57060U-61-3 BRF
450	POWERSHARES QQQ	162 .00	24,507.00 15,768.00	54.460 35.040	.01	.66	73935A-10-4 QQQQ
773	POWERSHARES H/Y EQ DVD ACHIE FD	271 .00	6,848.78 10,087.41	8.860 13.050		3.96	73935X-30-2 PEY
526	POWERSHARES INTER DVD ACHIEV FD	222 .00	8,100.40 10,030.47	15.400 19.069		2.75	73935X-71-6 PID
635	POWERSHARES DIV ACHIEVERS PORT	177 .00	8,902.70 9,982.10	14.020 15.720		1.99	73935X-73-2 PFM

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5,000	PROSHARES ULTRASHORT LEHMAN BROS 20 YR TREAS	0	.00	185,200.00 222,001.60	37.040 44.400	.04		74347R-29-7 TBT
900	ULTRASHORT DOW 30 PROSHARES	0	.00	18,630.00 80,767.33	20.700 89.741			74347R-86-7 DXD
9	SPDR S&P 500 ETF TRUST	20	71.15	1,131.75 1,343.52	125.750 149.280		1.80	78462F-10-3 SPY
3,062	SPDR GOLD TRUST	0	.00	424,760.64 249,661.14	138.720 81.535	.10		78463V-10-7 GLD
182	SPDR S&P CHINA	173	.00	13,875.68 14,839.57	76.240 81.536		1.25	78463X-40-0 GXC
144	KBW REGIONAL BANKING ETF	52	.00	3,808.80 4,985.19	26.450 34.619		1.38	78464A-69-8 KRE
1,190	SPDR S&P DIVIDEND ETF	2,072	.00	61,856.20 60,660.80	51.980 50.975	.01	3.35	78464A-76-3 SDY
81	SPDR S&P MIDCAP 400 ETF TRUST	121	163.10	13,339.08 12,551.22	164.680 154.953		.91	78467Y-10-7 MDY
650	UNITED STATES NATURAL GAS FUND LP	0	.00	3,894.48 6,980.24	5.991 10.739			912318-10-2 UNG
8,700	VANGUARD EUROPE PACIFIC ETF	7,803	.00	314,505.00 211,801.85	36.150 24.345	.08	2.48	921943-85-8 VEA
3,100	VANGUARD EMERG MARKET ETF FD	2,526	.00	149,252.60 84,224.85	48.146 27.169	.04	1.69	922042-85-8 VWO
1,225	VANGUARD REIT ETF FD	2,316	.00	67,828.25 31,536.85	55.370 25.744	.02	3.42	922908-55-3 VNQ
607	WISDOMTREE INDIA	87	.00	16,018.73 15,119.04	26.390 24.908		.55	97717W-42-2 EPI
221	WISDOMTREE INTL S/C DVD	325	.00	11,441.17 9,918.93	51.770 44.882		2.85	97717W-76-0 DLS

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	TOTAL MISCELLANEOUS EQUITIES	43,690 406.21	3,240,793.32 2,524,951.28		.78	1.35	
	TOTAL COMMON STOCKS	137,918 11,673.26	9,706,515.65 8,383,959.56		2.35	1.42	
	POOLED EQUITY FUNDS						
104.104	INVESCO ENERGY FUND-A FD#1050	3 .00	4,310.95 5,046.74	41.410 48.478		.07	00142F-20-4 IENAX
4,542.369	AQR MANAGED FUTURES STRAT-N FD#0013	0 .00	46,695.55 45,413.46	10.280 9.998	.01		00203H-84-2 AQMNX
123.795	ALLIANZ RCM TECHNOLOGY-A FD#4060	0 .00	5,853.03 5,303.29	47.280 42.839			018919-47-2 RAGTX
301.922	ALPINE INTL REAL ESTAT EQ Y FD#2115	206 .00	7,831.86 10,426.50	25.940 34.534		2.64	020940-40-9 EGLRX
573.846	ARTISAN INTERNATIONAL-INV FD#0661	102 .00	12,452.46 15,712.93	21.700 27.382		.82	04314H-20-4 ARTIX
2,009.435	ARTISAN MID CAP VALUE FD#1464	321 .00	40,349.45 30,044.28	20.080 14.952	.01	.80	04314H-70-9 ARTQX
4,598.584	ARTIO INTERNATIONAL EQ II-A FD#1528	1,053 .00	56,976.46 70,083.37	12.390 15.240	.01	1.85	04315J-84-5 JETAX
1,141.425	BARON PARTNERS FD#0586	0 .00	23,479.11 26,229.71	20.570 22.980	.01		06828M-10-8 BPTRX
1,529.226	BRIDGEWAY ULTRA SML CO MKT FD#0004	224 .00	22,586.67 25,894.73	14.770 16.933	.01	1.00	108747-40-3 BRSIX
4,571.688	BRIDGEWAY SMALL CAP VALUE-N FD#0052	315 .00	62,449.26 63,919.78	13.660 13.982	.02	.51	108747-82-5 BRSVX
157.212	CGM REALTY FD#0137	37 11.00	4,211.71 5,215.04	26.790 33.172		.90	125325-40-7 CGMRX

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427.048	CGM FOCUS FD #815	13 .00	14,861.27 25,106.28	34.800 58.790		.09	125325-50-6 CGMFX
549.094	CALAMOS GROWTH & INCOME-A FD#604	385 .00	17,247.04 15,889.98	31.410 28.939		2.23	128119-10-4 CVTRX
1,263.163	AMERICAN CAP WRLD GR&INC-F FD#0433	1,008 .00	45,044.39 44,483.56	35.660 35.216	.01	2.24	140543-40-6 CWGFX
563,024.226	COHEN & STEERS INST RLTY SH FD#1263 COM	487,578 .00	21,389,290.35 18,451,227.80	37.990 32.772	5.17	2.28	19247U-10-6 CSRIX
10,533.388	COHEN & STEERS INTL RLTY-A FD#1393	7,910 .00	116,709.94 160,456.79	11.080 15.233	.03	6.78	19248H-10-4 IRFAX
307.050	COLUMBIA VAL & RESTRUCT-Z FD#2051	186 .00	15,509.10 15,520.80	50.510 50.548		1.20	19765Y-51-4 UMBIX
173.786	COLUMBIA ENERGY/NATL RES-Z FD#2053	2 .00	4,030.10 5,079.36	23.190 29.228		.05	19765Y-82-9 UMESX
499.919	DWS CLIMATE CHANGE-A FD#0446	0 .00	3,244.47 5,010.61	6.490 10.023			23337G-86-0 WRMAX
271,143.980	DWS EQ 500 IDX-INST FD#0565	685,180 .00	38,656,997.23 35,637,983.23	142.570 131.436	9.35	1.77	23339C-20-6 BTIIX
11,164.734	DWS INVESTMENT TRUST INST FD#0595	3,628 .00	197,280.85 186,699.42	17.670 16.722	.05	1.84	23339E-44-2 RRRRX
991.383	DAVIS NEW YORK VENTURE-A FD#0425	371 .00	34,044.09 38,801.23	34.340 39.138	.01	1.09	239080-10-4 NYVTX
679.018	DODGE & COX BALANCED FD#0146	1,032 .00	47,680.64 50,430.80	70.220 74.270	.01	2.16	256201-10-4 DODBX
7,384.005	DODGE & COX INTL STK FD#1048	3,655 .00	263,682.82 215,942.05	35.710 29.245	.06	1.39	256206-10-3 DODFX
708,566.135	DODGE & COX STK FD#0145	871,536 .00	76,355,086.71 78,160,349.29	107.760 110.308	18.47	1.14	256219-10-6 DODGX

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452,618.027	DREYFUS PREM SM CAP EQ-I FD#0442	905	13,044,451.54	28.820	3.15	.01	26201F-83-5
		.00	11,818,778.52	26.112			DSERX
7,895.126	AMERICAN EUROPACIFIC GWTH-F FD#0416	4,444	324,963.39	41.160	.08	1.37	298706-40-9
		.00	243,521.81	30.845			AEGFX
609,190.040	AMER EUROPACIFIC GWTH-R5 FD#2516	416,076	25,165,640.55	41.310	6.09	1.65	298706-83-9
		.00	18,640,835.81	30.599			RERFX
244.456	FBR FOCUS FD#0004	0	12,181.24	49.830			30246J-30-7
		.00	11,452.27	46.848			FBRVX
840.595	FPA CRESCENT FUND FD#1347	268	22,519.54	26.790	.01	1.19	30254T-75-9
		.00	20,893.47	24.856			FPACX
2,740.866	FAIRHOLME FD#1950	1,063	97,520.01	35.580	.02	1.09	304871-10-6
		206.36	82,192.50	29.988			FAIRX
280.328	FIDELITY CHINA REGION FUND FD#0352	105	9,113.46	32.510		1.16	315910-77-8
		.00	7,711.04	27.507			FHKCX
546.969	FIDELITY LOW-PRICED STOCK FD#0316	82	20,992.67	38.380	.01	.39	316345-30-5
		.00	14,600.27	26.693			FLPSX
1,807.739	FIRST EAGLE SOGEN GLBL-A FD#0801	1,156	83,806.78	46.360	.02	1.38	32008F-50-7
		.00	70,611.34	39.061			SGENX
891.341	FORWARD STRAT REALTY-A FD #1542	969	20,349.32	22.830		4.77	34987A-28-5
		.00	36,668.40	41.138			KSRAX
11,926.538	FRONTEGRA HORIZON FD#0578	512	207,044.70	17.360	.05	.25	359033-60-2
		.00	170,230.18	14.273			
5,494.328	AMER GROWTH FD OF AMER-F1 FD#0405	1,351	166,148.48	30.240	.04	.81	399874-40-3
		.00	124,291.55	22.622			GFAFX
382,390.826	HARBOR CAPITAL APPREC-INSTL FD#2012	29,444	14,041,391.13	36.720	3.40	.21	411511-50-4
		.00	9,419,124.39	24.632			HACAX
247.526	HARBOR INTERNATIONAL-INV FD#2411	164	14,851.56	60.000		1.11	411511-64-5
		.00	15,435.98	62.361			HIINX

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3,026.344	HARBOR SM CAP GROWTH-INSTL FD#2010	0	38,949.05	12.870	.01		411511-86-8
		.00	34,325.65	11.342			HASGX
6,638.615	OAKMARK INTERNATIONAL FUND #109	1,062	128,855.52	19.410	.03	.82	413838-20-2
		.00	107,709.60	16.225			OAKIX
1,147.080	OAKMRK EQ&INC I FD #810	258	31,820.00	27.740	.01	.81	413838-40-0
		.00	28,359.49	24.723			OAKBX
647.761	OAKMARK SELECT FD#0808	36	17,781.04	27.450		.20	413838-60-8
		.00	15,243.38	23.532			OAKLX
851.666	OAKMARK GLOBAL FUND-I FD#1674	74	19,145.45	22.480		.39	413838-83-0
		.00	20,195.91	23.713			OAKGX
420.747	HARTFORD CAP APPRECIATION-A FD#0214	0	14,570.47	34.630			416645-40-6
		.00	15,129.93	35.960			ITHAX
395.659	HEARTLAND SELECT VALUE FD#0027	62	11,545.33	29.180		.54	422352-80-7
		.00	10,168.34	25.700			HRSVX
510.261	HEARTLAND VALUE-INV FD 0023	0	22,359.64	43.820	.01		422359-10-9
		.00	23,601.89	46.255			HRTVX
1,186.823	HENDERSON INTL OPP-A FD#1017	161	25,030.10	21.090	.01	.64	425067-84-0
		.00	30,565.32	25.754			HFOAX
106.202	ING RUSSIA FUND-A FD#1780	0	4,324.55	40.720			44980R-21-9
		.00	5,549.33	52.253			LETRX
1,554.633	IVA WORLDWIDE FUND-A #3500	99	25,993.46	16.720	.01	.38	45070A-10-7
		.00	25,730.06	16.551			IVWAX
2,325.836	IVA WRLDWD FUND-C FD#3501	0	38,701.91	16.640	.01		45070A-50-3
		.00	34,669.14	14.906			IVWCX
933.116	IVY GLBL NATURAL RESOURCE-A FD#0612	0	20,164.64	21.610			465897-42-9
		.00	27,154.26	29.101			IGNAX
184.226	IVY SCIENCE & TECH A FD #0608	0	5,806.80	31.520			466000-71-8
		.00	5,300.67	28.773			WSTAX

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1,100.160	IVY ASSET STRATEGY-C	FD#0306	0	26,106.80	23.730	.01		466000-73-4
			.00	23,000.00	20.906			WASCX
530.714	JANUS PERKINS SM CAP VAL-L	FD#0066	58	12,912.27	24.330		.45	471023-56-4
			.00	7,911.71	14.908			JSIVX
608.314	JANUS PERKINS MID CAP VAL-T	FD#0067	97	13,729.65	22.570		.71	471023-59-8
			.00	8,812.81	14.487			JMCVX
84.104	JANUS OVERSEAS FUND CLASS T	FD#1054	4	4,259.03	50.640		.11	471023-84-6
			.00	3,050.88	36.275			JAOSX
281.711	KEELEY SMALL CAP VALUE FD-A	FD#0245	10	7,034.32	24.970		.15	487300-50-1
			.00	8,010.40	28.435			KSCVX
311.222	LKCM SMALL CAP EQ-ADV	FD#0934	0	6,535.66	21.000			501885-60-2
			.00	5,451.81	17.517			LKSAX
574.053	LAZARD EMERGING MKTS PORTF	FD#0652	105	12,738.24	22.190		.83	52106N-76-4
			.00	10,000.00	17.420			LZOEX
2,910.882	LAZARD EMRG MKTS-INST	FD#0638	736	63,399.01	21.780	.02	1.16	52106N-88-9
			.00	52,050.35	17.881			LZEMX
189.688	L/M CAP MGT VAL TRUST-C	FD#0294	0	7,373.17	38.870			524659-10-9
			.00	10,576.14	55.755			LMVTX
1,105.104	LEUTHOLD-ASSET ALLOCTN-RTL	FD#0277	75	11,592.54	10.490		.65	527289-50-8
			.00	10,087.24	9.128			LAALX
3,332.189	LONGLEAF INTL	FD#0136	633	51,115.78	15.340	.01	1.24	543069-40-5
			.00	49,028.98	14.714			LLINX
1,461.874	MARSICO INVT FOCUS FUND #40		0	26,445.30	18.090	.01		573012-10-1
			.00	28,442.26	19.456			MFOCX
354.566	MATTHEWS ASIA DIVIDEND	FD#0809	146	5,080.93	14.330		2.88	577125-10-7
			.00	5,072.30	14.306			MAPIX
354.157	MERIDIAN VALUE FD #76		27	10,235.14	28.900		.27	589619-20-4
			.00	10,548.16	29.784			MVALX

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416.674	OPPENHEIMER GLBL OPPT-CL A FD#0215	117	12,387.72	29.730		.95	683943-10-4
		.00	11,478.42	27.548			OPGIX
1,024.703	OPPENHEIMER DEVELPNG MKTS-A FD#0785	50	37,370.92	36.470	.01	.13	683974-10-9
		.00	26,319.74	25.685			ODMAX
192.670	RS EMERGING MARKETS FUND-A FD#0126	106	5,152.00	26.740		2.06	700159-83-3
		.00	5,181.11	26.891			GBEMX
333.611	PERRITT MICRO CAP OPP FD#0001	0	9,150.95	27.430			714401-10-6
		.00	8,000.00	23.980			PRCGX
9,055.012	PRIMCAP ODYSSEY AGGR GRTH FD#1651	0	149,136.05	16.470	.04		74160Q-20-2
		.00	112,630.30	12.438			POAGX
1,868,174.351	PRUDENTIAL JENNISON S/C FD-Z FD#0407	37,363	39,586,614.50	21.190	9.57	.09	74441N-40-8
		.00	35,940,324.82	19.238			PSCZX
1,790.397	PUTNAM INTL CAP OPPOR-A FD#0050	537	63,863.46	35.670	.02	.84	746802-85-9
		.00	32,959.80	18.409			PNVAX
562.686	QUAKER SML CAP VAL A	0	8,417.78	14.960			746935-76-6
		.00	8,004.72	14.226			QUSVX
724.807	QUAKER STRATEGIC GRW FD-A FD#1865	0	11,865.09	16.370			746935-86-5
		.00	16,233.63	22.397			QUAGX
500.632	RBC MICROCAP VALUE FD CL-A FD#0278	12	8,405.61	16.790		.14	74926P-82-9
		.00	8,468.38	16.915			TMVAX
1,560.148	T ROWE PRICE CAP APPREC FD#0072	546	31,686.61	20.310	.01	1.72	77954M-10-5
		.00	28,901.40	18.525			PRWCX
228.177	T ROWE PRICE INTL DISCOVERY FD#	38	10,016.97	43.900		.39	77956H-30-2
		.00	10,335.64	45.297			PRIDX
399.275	T ROWE PRICE AFR & MID EASTFD#0168	47	3,070.42	7.690		1.56	77956H-74-0
		.00	5,273.28	13.207			TRAMX
606,737.083	T ROWE PRICE EMRG MKT STK FD#0111	60,673	21,405,684.29	35.280	5.18	.28	77956H-86-4
		.00	17,095,575.76	28.176			PRMSX

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1,424.191	T ROWE PRICE LATIN AMERICA FD#0097	398 .00	80,780.11 41,489.94	56.720 29.132	.02	.49	77956H-88-0 PRLAX
268.543	ROYCE PREMIER-INSTL FD#0426	0 .00	5,502.45 5,071.09	20.490 18.884			780905-68-3 RPFIX
575.438	ROYCE LOW-PRCD STK-SERV FD#0266	40 .00	10,501.74 8,275.88	18.250 14.382		.39	780905-80-8 RYLPX
773.820	ROYCE PENNSYLVANIA MUTFD-INV FD#0260	41 .00	9,015.00 8,129.87	11.650 10.506		.46	780905-84-0 PENNX
698.355	ROYCE HERITAGE-SERV FD#0294	41 .00	10,496.28 8,400.82	15.030 12.029		.39	780905-85-7 RGFAX
4,585.776	ROYCE TOTAL RETURN-INV FD#0267	710 .00	60,394.67 51,328.89	13.170 11.193	.01	1.18	780905-88-1 RYTRX
310.166	RYDEX/SGI MID CAP VAL-A FD#1035	23 .00	10,036.97 8,772.16	32.360 28.282		.23	814219-88-7 SEVAX
1,601.060	AMERICAN SM CAP WORLD F FD#0435	854 .00	61,688.84 62,952.42	38.530 39.319	.01	1.39	831681-40-8 SCWFX
317.579	TEMPLETON CHINA WRLD FD FD#0188	112 .00	12,652.35 10,263.43	39.840 32.318		.89	88018X-20-1 TCWAX
688.494	THIRD AVE VALUE FD#0440	665 .00	35,636.45 39,634.83	51.760 57.567	.01	1.87	884116-10-4 TAVFX
199.200	THIRD AVE REAL ESTATE VAL FD #446	183 .00	4,613.47 5,304.18	23.160 26.627		3.99	884116-40-1 TAREX
443.560	TOUCHSTONE M/C GROWTH-A FD#0042	0 .00	10,197.44 10,105.06	22.990 22.782			89154X-88-0 TEGAX
1,026.459	US GLBL ACCOLAD ESTRN EURO FD#864	0 .00	11,096.02 15,000.00	10.810 14.613			90330L-40-2 EUROX
2,325.550	VANGUARD DIV GWTH FD #57	634 .00	33,441.41 26,554.13	14.380 11.418	.01	1.90	921908-60-4 VDIGX

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2,514.165	VANGUARD PRIMECAP CORE-INV FD#1220	357	34,620.05	13.770	.01	1.03	921921-50-8
		.00	24,585.49	9.779			VPCCX
850.590	VANGUARD EXPLORER FD-INV #024	90	62,008.01	72.900	.01	.15	921926-10-1
		.00	58,124.00	68.334			VEXPX
930.976	VANGUARD BALANCED INDEX FD#2	445	19,904.27	21.380		2.24	921931-10-1
		.00	15,822.80	16.996			VBINX
643.330	VANGUARD WELLINGTON-INV FD#0021	547	20,007.56	31.100		2.74	921935-10-2
		.00	16,848.18	26.189			VWELX
8,743.958	VANGUARD SELECTED VAL FD #934	2,544	164,036.65	18.760	.04	1.55	921946-10-9
		.00	150,681.03	17.233			VASVX
2,677.203	VANGUARD INTL EXPLORER-INV FD#0126	599	44,628.97	16.670	.01	1.34	921946-20-8
		.00	31,047.33	11.597			VINEX
1,435.832	VANGUARD WINDSOR II-INV FD#0073	696	36,857.81	25.670	.01	1.89	922018-20-5
		.00	39,952.51	27.825			VWNFX
244,950.905	VANGUARD TGT RETIRE INCOME FD#0308	66,381	2,763,046.21	11.280	.67	2.40	92202E-10-2
		.00	2,581,615.90	10.539			VTINX
208,844.598	VANGUARD TG RETIREMENT 2005 FD#0302	60,564	2,449,747.13	11.730	.59	2.47	92202E-20-1
		.00	2,361,249.45	11.306			VTOVX
587,631.758	VANGUARD TG RETIREMENT 2015 FD#0303	162,186	7,298,386.43	12.420	1.77	2.22	92202E-30-0
		.00	7,160,960.09	12.186			VTXVX
703,812.676	VANGUARD TG RETIREMENT 2025 FD#0304	175,953	8,882,115.97	12.620	2.15	1.98	92202E-40-9
		.00	8,522,319.37	12.109			VTTVX
384,134.175	VANGUARD TG RETIREMENT 2035 FD#0305	0	5,028,316.35	13.090	1.22		92202E-50-8
		.00	4,707,214.69	12.254			VTTHX
338,029.839	VANGUARD TG RETIREMENT 2045 FD#0306	0	4,563,402.83	13.500	1.10		92202E-60-7
		.00	3,926,087.57	11.615			VTIVX
255,826.831	VANGUARD TGT RETRMT 2010 FD#0681	130,727	5,707,496.60	22.310	1.38	2.29	92202E-70-6
		.00	5,470,036.37	21.382			VTENX

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547,955.306	VANGUARD TGT RETRMT 2020 FD#0682	243,292	12,109,812.26	22.100	2.93	2.01	92202E-80-5
		.00	11,819,781.62	21.571			VTWNX
69,540.999	VANGUARD TGT RETRMT 2050 FD#0699	0	1,488,177.38	21.400	.36		92202E-86-2
		.00	1,244,501.29	17.896			VFIFX
203,878.954	VANGUARD TGT RETRMT 2040 FD#0696	75,027	4,383,397.51	21.500	1.06	1.71	92202E-87-0
		.00	3,918,441.13	19.219			VFORX
354,015.459	VANGUARD TGT RETRMT 2030 FD#0695	139,836	7,675,055.15	21.680	1.86	1.82	92202E-88-8
		.00	7,364,032.65	20.801			VTHRX
1,683.837	VANGUARD CAPITAL OPP-ADM FD#5111	542	129,285.00	76.780	.03	.42	922038-50-0
		.00	138,394.98	82.190			VHCAX
1,115.364	VANGUARD STRAT SMCAP EQ INV FD#0615	156	21,046.92	18.870	.01	.74	922038-60-9
		.00	21,051.66	18.874			VSTCX
180.634	VANGUARD EMERG MKT STK IND-INV #533	78	5,480.44	30.340		1.43	922042-30-4
		.00	4,132.48	22.878			VEIEX
1,706.708	VANGUARD 500 INDEX-SIG FD#1340	2,940	163,297.82	95.680	.04	1.80	922908-49-6
		.00	113,899.58	66.736			VIFSX
1,314.840	VANGUARD GRWTH INDX-INV FD#0009	419	41,548.94	31.600	.01	1.01	922908-50-4
		.00	29,900.27	22.741			VIGRX
1,937.441	VANGUARD SM CP GROWTH INDEX FD #861	147	42,468.71	21.920	.01	.35	922908-82-7
		.00	37,130.10	19.165			VISGX
3,116.788	WFA ASSET ALLOCATION-A FD#4312	545	37,432.62	12.010	.01	1.46	94985D-44-2
		.00	34,291.82	11.002			EAAFX
	TOTAL POOLED EQUITY FUNDS	3,692,188	316,212,938.84		76.47	1.17	
		217.36	288,011,436.63				
	TOTAL STOCKS	3,830,106	325,919,454.49		78.82	1.18	
		11,890.62	296,395,396.19				

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	FIXED INCOME SECURITIES						
	GOVERNMENT OBLIGATIONS						
	TREASURY AND FEDERAL AGENCIES						
142,609.600	U S TREAS INFL INDEX 2.125% 01/15/19	3,030 1,396.71	158,007.16 145,883.98	110.797 102.296	.04	1.92	912828-JX-9 UNIT19
	TOTAL TREASURY AND FEDERAL AGENCIES	3,030 1,396.71	158,007.16 145,883.98		.04	1.92	
	TOTAL GOVERNMENT OBLIGATIONS	3,030 1,396.71	158,007.16 145,883.98		.04	1.92	
	PREFERRED STOCKS NONCONVERTIBLE						
11	ATC-ONLANE INC RESTRICTED PFD SER D 0% DUE	0 .00	1.00 1.00	.000 .091			00211H-99-0
	TOTAL PREFERRED STOCKS NONCONVERTIB	0 .00	1.00 1.00		.00	0.00	
	POOLED FIXED INCOME FUNDS						
2,148.391	ALLIANCEBERNSTEIN GL BD-A FD#0055	683 56.74	18,003.52 17,346.09	8.380 8.074		3.79	01853W-10-5 ANAGX
972.763	ARTIO GLBL HI INC-A FD #1522	798 .00	10,350.20 10,000.00	10.640 10.280		7.72	04315J-87-8 BJBHX
1,022.505	CALVERT INCOME PORTFOLIO-A FD #908	535 .00	16,268.05 16,814.69	15.910 16.445		3.29	131582-20-7 CFICX
12,684.641	DODGE & COX INCOME FUND#147	8,181 .00	167,817.80 170,317.11	13.230 13.427	.04	4.88	256210-10-5 DODIX
21.149	FEDERATED ADJUST RT SEC-INST FD#0096	1 .17	207.47 201.32	9.810 9.519		.94	314082-10-8 FEUGX

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1,245.589	FIDELITY NEW MARKETS INCOME FD#0331	1,099 118.16	19,493.47 18,139.59	15.650 14.563		5.64	315910-83-6 FNMIX
400.156	FIDELITY CONV SECS FD #308	326 .00	10,183.97 10,887.74	25.450 27.209		3.21	316145-20-0 FCVSX
17,125.219	FRANKLIN INCOME SERIES-A FD#0109	2,466 .00	37,332.98 35,306.80	2.180 2.062	.01	6.61	353496-30-0 FKINX
25,839.966	HARBOR BOND-INSTL FD#2014	10,103 .00	312,663.59 305,434.33	12.100 11.820	.08	3.23	411511-10-8 HABDX
1,703.819	HIGHLAND FLT RT ADVANTAGE-A FD#0002	648 34.98	11,381.51 17,278.18	6.680 10.141		5.70	430097-10-5 XSFRX
223	ISHARES BARCLAYS TIPS BOND FUND UIT	600 58.56	23,976.96 21,737.56	107.520 97.478	.01	2.50	464287-17-6 TIP
1,267.051	LOOMIS SAYLES BOND-RETAIL FD#1164	1,000 .00	18,017.47 17,921.71	14.220 14.144		5.56	543495-83-2 LSBRX
2,344.936	NEUB BERM LB HIGH INCM-INV FD 1327	1,536 138.78	21,878.25 21,106.61	9.330 9.001	.01	7.02	64128K-85-0 NHINX
2,710.549	OPPENHEIMER INTL BOND-A FD#0880	692 .00	17,781.20 17,477.31	6.560 6.448		3.90	68380T-10-3 OIBAX
2,753.944	PIMCO TOTAL RETURN FUND-A FD#4005	866 78.85	29,880.29 28,373.47	10.850 10.303	.01	2.90	693390-44-5 PTTAX
53,673.360	PIMCO TOTAL RETURN-INST FD#0035	19,426 1,752.94	582,355.96 567,536.81	10.850 10.574	.14	3.34	693390-70-0 PTTRX
107,105.651	PIMCO HI YIELD-INST'L FD # 108	70,388 6,432.47	996,082.55 980,257.86	9.300 9.152	.24	7.07	693390-84-1 PHIYX
17,742.125	PIMCO FOREIGN BOND -INST FD # 103	5,264 432.22	185,050.36 182,804.13	10.430 10.303	.04	2.84	693390-88-2 PFORX
54,882.519	PIMCO REAL RET BOND FD INST # 122	10,254 1,230.18	623,465.42 612,948.77	11.360 11.168	.15	1.64	693391-10-4 PRRIX

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8,011.303	PIMCO TOTAL RETURN FD-D #4305	2,648	86,922.64	10.850	.02	3.05	693391-67-4
		368.72	83,327.15	10.401			PTTDX
19,061.656	T ROWE PRICE HIGH YIELD FD #57	8,976	129,238.03	6.780	.03	6.95	741481-10-5
		1,169.58	129,497.93	6.794			PRHYX
883.485	T ROWE PRICE INTL BD FD#0076	210	8,790.68	9.950		2.40	77956H-10-4
		18.40	8,987.74	10.173			RPIBX
3,805.602	T ROWE PRICE INTL BD ADV CL #276	794	37,789.63	9.930	.01	2.10	77956H-83-1
		69.63	39,146.40	10.287			PAIBX
1,409.618	T. ROWE PRICE EMERGING MKT FD#0110	1,234	18,719.73	13.280		6.59	77956H-87-2
		107.53	18,500.88	13.125			PREMX
3,104.997	TCW EMERGING MKTS INC I CL FD#4721	1,723	26,858.22	8.650	.01	6.42	87234N-76-5
		.00	26,620.09	8.573			TGEIX
1,001.238	TCW GALILEO TOTL RETN BND-I FD#4728	760	9,932.28	9.920		7.66	87234N-88-0
		.00	10,387.09	10.374			TGLMX
1,860.430	TEMPLETON GLBL BD-A FD#0406	1,079	25,283.24	13.590	.01	4.27	880208-10-3
		.00	25,425.33	13.666			TPINX
856.929	TEMPLETON GLOBAL BD-ADV FD#0616	525	11,619.96	13.560		4.52	880208-40-0
		.00	10,734.23	12.526			TGBAX
18,849.360	VANGUARD HI YLD CORP-INV FD#0029	7,620	107,441.35	5.700	.03	7.09	922031-20-8
		732.56	105,651.75	5.605			VWEHX
3,629.815	VANGUARD FIX INC SH TM US TS FD#0032	305	38,766.42	10.680	.01	.79	922031-70-3
		26.40	38,996.80	10.743			VFISX
5,415.741	VANGUARD INFL-PROT SEC-ADM FD#5119	3,531	138,318.03	25.540	.03	2.55	922031-73-7
		.00	134,271.87	24.793			VAIPX
44,015.627	VANGUARD S/T INVEST GR-ADM FD#0539	15,210	474,048.30	10.770	.11	3.21	922031-83-6
		1,270.49	467,649.58	10.625			VFSUX
393,630.367	VANGUARD INFL-PROT SEC-INV FD#0119	124,780	5,117,194.77	13.000	1.24	2.44	922031-86-9
		.00	5,069,102.03	12.878			VIPSX

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3,225.806	VIRTUS MULTI-SEC S/T BD-A FD#0561	720 63.81	15,516.13 15,000.00	4.810 4.650		4.65	92828R-64-4 NARAX
11,587.449	WFA INTERNATIONAL BOND-I FD#4705	6,234 .00	133,139.79 137,675.17	11.490 11.881	.03	4.68	94985D-58-2 ESICX
1,850.253	WFA ADJUSTABLE RATE GOVT-I FD#4118	361 33.32	16,837.30 17,216.03	9.100 9.305		2.15	94985D-63-2 EKIZX
1,005.021	WESTCORE PLUS BOND FD#0198	446 .00	10,773.83 10,504.47	10.720 10.452		4.14	957904-67-5 WTIBX
	TOTAL POOLED FIXED INCOME FUNDS	312,022 14,194.49	9,509,381.35 9,400,584.62		2.30	3.28	
	TOTAL FIXED INCOME SECURITIES	315,052 15,591.20	9,667,389.51 9,546,469.60		2.34	3.26	
	MISCELLANEOUS ASSETS						
	LOANS AND MORTGAGES						
8,175,214.230	POOLED LOAN FUND	NOT AVAIL .00	8,175,214.23 8,175,214.23	1.000 1.000	1.98		POOLLO-AN-3
	TOTAL LOANS AND MORTGAGES	0 .00	8,175,214.23 8,175,214.23		1.98	0.00	
	OTHER MISCELLANEOUS						
1	MAYER, BROWN, ROWE & MAW USA SAVINGS PLAN DOCUMENT DTD 1/1/00	0 .00	1.00 1.00	.000 1.000			JAB021-54-9
1	ORIG TRUST DOC DTD 1/1/97	0 .00	1.00 1.00	.000 1.000			MI0125-92-9
1	ORIGINAL BNY/BOK AGMT DTD 1/1/97	0 .00	1.00 1.00	.000 1.000			MI0133-57-6

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1	PAINEWEBBER CUST AGMT DTD 9/2/97	0 .00	1.00 1.00	.000 1.000			MI0142-27-0
1	MAYER, BROWN & PLATT SAVINGS PLAN ERISA TRUSTEE CERTIFICATION 9/24/97	0 .00	1.00 1.00	.000 1.000			MI0202-67-8
	TOTAL OTHER MISCELLANEOUS	0 .00	5.00 5.00		.00	0.00	
	TOTAL MISCELLANEOUS ASSETS	0 .00	8,175,219.23 8,175,219.23		1.98	0.00	
ALTERNATIVE INVESTMENTS							
OPEN END MUTUAL FUNDS							
314.323	FIDELITY LEVERAGED CO STOCK FD#0122	0 .00	8,933.06 10,188.10	28.420 32.413			316389-87-3 FLVCX
172.087	PERMANENT PORTFOLIO FD#1500	49 .00	7,883.31 6,088.02	45.810 35.378		.63	714199-10-6 PRPFX
60,553.076	PIMCO COMMOD RR STRAT-INS FD#0045	50,319 12,133.02	562,538.08 530,714.65	9.290 8.764	.14	8.95	722005-66-7 PCRIX
	TOTAL OPEN END MUTUAL FUNDS	50,368 12,133.02	579,354.45 546,990.77		.14	8.69	
MUTUAL FUND R E I T S							
170.586	VIRTUS REAL ESTATE SEC-A FD#0578	55 .00	4,750.82 5,174.87	27.850 30.336		1.17	92828R-58-6 PHRAX
	TOTAL MUTUAL FUND R E I T S	55 .00	4,750.82 5,174.87		.00	1.17	
	TOTAL ALTERNATIVE INVESTMENTS	50,423 12,133.02	584,105.27 552,165.64		.14	8.63	

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	CASH AND EQUIVALENTS						
1,975,739.490	CAVANAL HILL CASH MNG ADMIN FD#0001	197 16.17	1,975,739.49 1,975,739.49	1.000 1.000	.48	.01	14956P-83-6 APCXX
67,144,174.640	CAVANAL HILL CSH MG INST CL FD#0051	16,711 1,314.28	67,144,174.64 67,144,174.64	1.000 1.000	16.24	.02	14956P-84-4 APHXX
	TOTAL CASH AND EQUIVALENTS	16,908 1,330.45	69,119,914.13 69,119,914.13		16.72	0.02	
	CASH	0 .00	23,689.51 23,689.51	.000 .000	.01		
	TOTAL CASH	0 .00	23,689.51 23,689.51		.01	0.00	
	UNSETTLED TRADES						
	DUE FROM BROKERS	0 .00	106,254.77 106,254.77	.000 .000	.03		DFBSEC-U#-
	DUE TO BROKERS	0 .00	102,058.19- 102,058.19-	.000 .000	.02-		DTBSEC-U#-
	TOTAL UNSETTLED TRADES		4,196.58 4,196.58		.00	0.00	
	NET ASSETS	4,212,489 40,945.29	413,493,968.72 383,817,050.88				
	NET ASSETS & ACCRUALS		413,534,914.01				

(ESTIMATED INCOME NOT AVAILABLE FOR INDICATED INVESTMENTS)