

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), 6057(b), 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
		2011
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information		
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ 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:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan <u>BAKER & HOSTETLER LLP PENSION ENHANCEMENT PLAN</u>	1b Three-digit plan number (PN) ►	<u>004</u>	
	1c Effective date of plan	<u>01/01/2006</u>	
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>BAKER & HOSTETLER LLP</u> <u>PNC CENTER</u> <u>1900 EAST 9TH STREET, SUITE 3200</u> <u>CLEVELAND, OH 44114-3482</u>	2b Employer Identification Number (EIN) <u>34-0082025</u>	2c Sponsor's telephone number <u>216-621-0200</u>	2d Business code (see instructions) <u>541110</u>

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	<u>Filed with authorized/valid electronic signature.</u>	<u>10/14/2012</u>	<u>RICHARD H. BAMBERGER</u>
	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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") BAKER & HOSTETLER LLP PNC CENTER 1900 EAST 9TH STREET, SUITE 3200 CLEVELAND, OH 44114-3482	3b Administrator's EIN 34-0082025 3c Administrator's telephone number 216-621-0200
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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
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5 Total number of participants at the beginning of the plan year	5	164
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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	149
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	9
d Subtotal. Add lines 6a , 6b , and 6c	6d	158
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	158
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

1A 1B 1G 3B

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)	9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance	(1) ☐ Insurance
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts
(3) ☒ Trust	(3) ☒ Trust
(4) ☐ General assets of the sponsor	(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)** ☒ **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)** ☒ **H** (Financial Information)
- (2)** ☐ **I** (Financial Information – Small Plan)
- (3)** ☐ **0** **A** (Insurance Information)
- (4)** ☒ **C** (Service Provider Information)
- (5)** ☐ **D** (DFE/Participating Plan Information)
- (6)** ☐ **G** (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>BAKER & HOSTETLER LLP PENSION ENHANCEMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>BAKER & HOSTETLER LLP</u>	D Employer Identification Number (EIN) <u>34-0082025</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500

Part I	Basic Information
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2011</u>
2	Assets:
a	Market value 2a <u>19450104</u>
b	Actuarial value 2b <u>19450104</u>
3	Funding target/participant count breakdown:
	(1) Number of participants (2) Funding Target
a	For retired participants and beneficiaries receiving payment 3a <u>0</u> <u>0</u>
b	For terminated vested participants 3b <u>7</u> <u>337876</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>0</u>
(2)	Vested benefits 3c(2) <u>17145481</u>
(3)	Total active 3c(3) <u>148</u> <u>17145481</u>
d	Total 3d <u>155</u> <u>17483357</u>
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐
a	Funding target disregarding prescribed at-risk assumptions 4a
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor 4b
5	Effective interest rate 5 <u>5.83 %</u>
6	Target normal cost 6 <u>3790012</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<u>08/24/2012</u>
Signature of actuary	Date
<u>DAVID HILKO</u>	<u>11-05365</u>
Type or print name of actuary	Most recent enrollment number
<u>DELOITTE CONSULTING LLP</u>	<u>312-486-3057</u>
Firm name	Telephone number (including area code)
<u>111 S. WACKER</u> <u>CHICAGO, IL 60606</u>	
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2011
v.012611

Part II Beginning of year carryover and prefunding balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	124474	1755052
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	124474	67869
9	Amount remaining (line 7 minus line 8)	0	1687183
10	Interest on line 9 using prior year's actual return of <u>1.78</u> %	0	30032
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		2447681
b	Interest on (a) using prior year's effective rate of <u>6.42</u> % except as otherwise provided (see instructions)		148216
c	Total available at beginning of current plan year to add to prefunding balance		2595897
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	1717215

Part III Funding percentages			
14	Funding target attainment percentage	14	101.42 %
15	Adjusted funding target attainment percentage	15	111.24 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	101.31 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
07/01/2011	5929619	0			
01/18/2012	46551	0			
			Totals ►	18(b)	5976170
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 5780258
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☒ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No
c If 20a is "Yes," see instructions and complete the following table as applicable:	

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: 3.61%	2nd segment: 6.20%	3rd segment: 6.53 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 3
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	3790012	
b Excess assets, if applicable, but not greater than 31a	31b	249532	
32 Amortization installments:			
a Net shortfall amortization installment	Outstanding Balance	Installment	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	3540480	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....			0
36 Additional cash requirement (line 34 minus line 35)	36	3540480	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	5780258	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	2239778	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider 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
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>BAKER & HOSTETLER LLP PENSION ENHANCEMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BAKER & HOSTETLER LLP</u>	D Employer Identification Number (EIN) <u>34-0082025</u>

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)..... ☒ 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
FIDELITY INVESTMENTS 100 MAGELLAN WAY, KE1H
COVINGTON, KY 41015

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

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

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

(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 ☐

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)

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE 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 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
A Name of plan BAKER & HOSTETLER LLP PENSION ENHANCEMENT PLAN	B Three-digit plan number (PN) ►	004
C Plan sponsor's name as shown on line 2a of Form 5500 BAKER & HOSTETLER LLP	D Employer Identification Number (EIN) 34-0082025	

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	0	47
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	515639	561690
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	10956	26690
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	14548353	9324975
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(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)	4375277	12515017
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(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	19450225	22428419

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 through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	19450225	22428419
---	-----------	----------	----------

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)	5972391	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		5972391
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(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)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock		2b(2)(A)	
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	272107	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		272107
(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)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(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)		-115554
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		6128944

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3150750	
(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)		3150750
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(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)		0
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		3150750

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		2978194
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: **MAYER HOFFMAN MCCANN, P.C.**

(2) EIN: **43-1947695**

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.).....		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.).....		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.)		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.).....		X	
e Was this plan covered by a fidelity bond?.....	X		2000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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?		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?		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.).....	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.).....	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?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
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 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>BAKER & HOSTETLER LLP PENSION ENHANCEMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BAKER & HOSTETLER LLP</u>	D Employer Identification Number (EIN) <u>34-0082025</u>

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	<u>0</u>
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): <u>04-6568107</u>		
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	<u>36</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 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 (include any prior year accumulated funding deficiency not waived)	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 or other authority 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. 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): _____

- 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

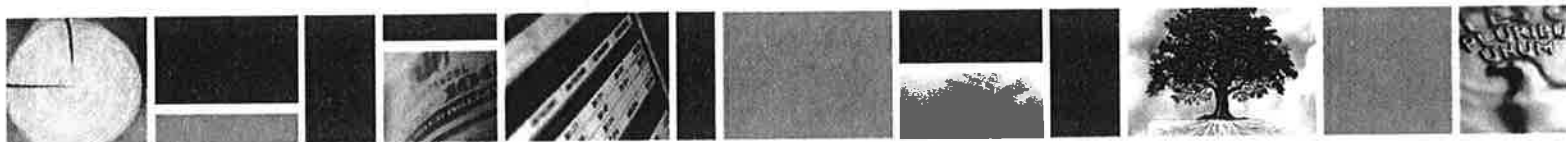
- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding 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): _____



FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULES

Baker & Hostetler LLP Pension Enhancement Plan
December 31, 2011 and 2010, and the
Years Ended December 31, 2011 and 2010
With Report of Independent Auditors



Baker & Hostetler LLP Pension Enhancement Plan

Financial Statements and Supplemental Schedules

December 31, 2011 and 2010, and
Years Ended December 31, 2011 and 2010

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Mayer Hoffman McCann P.C.

An Independent CPA Firm

6050 Oak Tree Boulevard, Suite 500

Cleveland, Ohio 44131

216-447-9000 ph

216-447-9007 fx

www.mhm-pc.com

Report of Independent Auditors

To the Plan Sponsor and Administrator
Baker & Hostetler LLP Pension Enhancement Plan

We were engaged to audit the accompanying statements of net assets available for benefits of the Baker & Hostetler LLP Pension Enhancement Plan (the "Plan") as of December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years then ended and the supplemental schedules of assets (held at end of year) and reportable transactions as of or for the year ended December 31, 2011. These financial statements and supplemental schedules are the responsibility of the Plan sponsor and administrator.

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 ("ERISA"), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2011 and 2010 and for the years then ended that the information provided to the plan administrator by the trustee is complete and accurate.

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

Mayer Hoffman McCann P.C.

Cleveland, Ohio

October 12, 2012

Member of Kreston International - a global network of independent accounting firms

Baker & Hostetler LLP Pension Enhancement Plan

Statements of Net Assets Available for Benefits

December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Assets		
Cash	<u>\$ 47</u>	<u>\$ -</u>
Investments at fair value		
Mutual funds	<u>21,839,992</u>	<u>18,923,630</u>
Receivables		
Dividends and interest receivable	26,690	10,956
Firm contribution receivable	<u>561,690</u>	<u>515,639</u>
Total receivables	<u>588,380</u>	<u>526,595</u>
Net assets available for benefits	<u><u>\$ 22,428,419</u></u>	<u><u>\$ 19,450,225</u></u>

Baker & Hostetler LLP Pension Enhancement Plan
Statements of Changes in Net Assets Available for Benefits

Years Ended December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Additions		
Firm contributions	\$ 5,972,391	\$ 5,941,708
Investment income		
Net appreciation in fair value of investments	—	64,161
Dividends and interest income	272,107	274,431
Total investment income	272,107	338,592
Total additions	6,244,498	6,280,300
Deductions		
Net depreciation in fair value of investments	115,554	—
Benefits paid to participants	3,150,750	7,287,384
Total deductions	3,266,304	7,287,384
Net increase (decrease)	2,978,194	(1,007,084)
Net assets available for benefits		
Beginning of year	19,450,225	20,457,309
End of year	<u>\$ 22,428,419</u>	<u>\$ 19,450,225</u>

See accompanying notes.

Baker & Hostetler LLP Pension Enhancement Plan

Notes to Financial Statements

1. Significant Accounting Policies

Investment Valuation and Income Recognition

The assets of the Baker & Hostetler LLP Pension Enhancement Plan (the Plan) are held in Trust by Fidelity Management Trust Company (the Trustee). The Trust assets are recorded at fair value which is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 8 for discussions 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.

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

Use of Estimates

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

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits (see Note 3) are those estimated future periodic payments that are attributable, under the Plan's provisions, to services rendered by employees to the valuation date. Accumulated plan benefits include benefits expected to be paid to retired or terminated employees or their beneficiaries and present employees or their beneficiaries. Benefits for retired or terminated employees or their beneficiaries are based on various plan benefit formulas, as defined in the plan document, depending upon the date of retirement, death or termination of employment. The accumulated plan benefits for active employees are based on current formulas as defined in the plan document. Benefits payable under all types of circumstances (i.e., retirement, death, disability, and termination of employment) are included to the extent they are deemed attributable to employee service rendered to the valuation date.

Baker & Hostetler LLP Pension Enhancement Plan

Notes to Financial Statements

1. Significant Accounting Policies (continued)

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Administrative expenses of the Plan, such as salaries, use of facilities, and other administrative expenses are paid by Baker & Hostetler LLP (the Firm).

New Accounting Pronouncement

The following new accounting pronouncement was adopted during the year ended December 31, 2011:

Fair value disclosures - In January 2010, the Financial Accounting Standards Board (“FASB”) issued guidance which expanded the required disclosures about fair value measurements. This guidance requires information about purchases, sales, issuances and settlements to be presented separately in the reconciliation for Level 3 fair value measurements and is effective for fiscal years beginning after December 15, 2010. Net assets available for benefits and changes in net assets available for benefits of the Plan were not affected by the adoption of the new guidance.

2. Description of the Plan

The following brief description of the Plan is provided for general information only. Information about the plan agreement, the vesting and benefit provisions, and the Pension Benefit Guaranty Corporation’s (PBGC) benefit guarantee is contained in the summary plan description. Participants should refer to the summary plan description for more complete information. Copies of the summary plan description are available from the plan administrator.

Effective January 1, 2006, the Firm adopted the Plan. The Plan is a noncontributory defined benefit plan which covers eligible partners and equity partners of the Firm. The Plan provides benefits based on the employee’s length of service while a participant in the Plan and the amount of a participant’s equity partner capital on the capital determination date. Equity partners become Plan participants on the January 1 or July 1 following the date they have completed two (2) years of service with the Firm and are immediately vested in benefits earned.

Baker & Hostetler LLP Pension Enhancement Plan

Notes to Financial Statements

2. Description of the Plan (continued)

The Firm contributes such amounts as deemed necessary on an actuarial basis to provide sufficient assets to meet the benefits to be paid to Plan participants. The Firm's present intention is to make contributions in amounts sufficient to annually fund the minimum requirements of ERISA. The Plan has met the minimum funding requirements of ERISA for 2011 and 2010.

The contributions of the Firm are made in amounts sufficient to fund the Plan's current service costs on a current basis and to fund past service costs, if any, over various amortization periods ranging from 5 to 30 years as permissible by ERISA. The Firm has the right, under the Plan, to discontinue such contributions at any time.

3. Accumulated Plan Benefits

The Plan's actuary, Deloitte Consulting LLP, estimates the actuarial present value of accumulated plan benefits, which is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits earned by participants to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The Firm has elected to present accumulated plan benefit information as of the beginning of the Plan year. The actuarial present value of accumulated plan benefits is as follows:

	January 1,	
	2011	2010
Vested benefits:		
Active participants	\$ 17,145,481	\$ 17,321,936
Terminated participants	337,876	1,132,272
Total actuarial present value of accumulated plan benefit:	<u>\$ 17,483,357</u>	<u>\$ 18,454,208</u>

Baker & Hostetler LLP Pension Enhancement Plan

Notes to Financial Statements

3. Accumulated Plan Benefits (continued)

The change in the actuarial present value of accumulated plan benefits is as follows:

	Years Ended January 1,	
	2011	2010
Actuarial present value of accumulated plan benefits at beginning of prior year	\$ 18,454,208	\$ 13,304,388
Increase (decrease) during the year attributable to:		
Decreases in the discount period	907,947	677,193
Benefits accumulated and other	4,682,646	4,880,543
Change in actuarial assumptions	725,940	(407,916)
Benefits paid to participants	(7,287,384)	-
Actuarial present value of accumulated plan benefits at beginning of current year	<u>\$ 17,483,357</u>	<u>\$ 18,454,208</u>

Significant assumptions underlying the actuarial computations are:

Assumed rate of return	2011 5.83%
	2010 6.42%
Actuarial Method	Unit Cost Method
Retirement age	Age 62
Mortality	IRS prescribed tables
Incidence of Disability	None assumed

These actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

Baker & Hostetler LLP Pension Enhancement Plan

Notes to Financial Statements

4. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service (“IRS”) dated November 22, 2011, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the “Code”) and, therefore, the related trust is exempt from taxation.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

5. Related-Party Transactions

The Plan invests in a money market fund and a mutual fund that are managed by Fidelity Investments. Fidelity Investments is related to the Trustee and, therefore, these transactions qualify as party-in-interest transactions which are exempt from the prohibited transaction rules.

6. Investments

The following presents investments that represent 5% or more of the Plan’s net assets:

	December 31,	
	2011	2010
Fidelity Retirement Money Market Fund	\$ 9,324,975	\$ 14,548,353
Fidelity Conservative Income Bond Fund	4,099,399	*
PIMCO High Yield Fund	1,675,808	*
PIMCO Total Return Fund	4,246,219	3,631,238
JP Morgan Short Duration Bond Select Fund	1,709,780	*

* Investment was not held at December 31, 2010

Baker & Hostetler LLP Pension Enhancement Plan

Notes to Financial Statements

6. Investments (continued)

During 2011 and 2010, the Plan's investments (including gains and losses on investments bought and sold as well as held during the year) appreciated (depreciated) exclusively as a result of investments in mutual funds.

7. Information Prepared and Certified by the Trustee

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustee has certified that the following data included in the accompanying financial statements and supplemental schedules is complete and accurate:

- Investments at fair value
- Dividends and interest receivable
- Net appreciation (depreciation) in fair value of investments
- Dividends and interest income
- Schedule of assets (held at end of year)
- Schedule of reportable transactions

The Plan's independent public accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedules.

8. Fair Value Measurements

Authoritative guidance provides the framework for establishing fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access.
- Level 2 Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in inactive markets; and inputs other than quoted market prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
- Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Baker & Hostetler LLP Pension Enhancement Plan

Notes to Financial Statements

8. Fair Value Measurements (continued)

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

All Plan investments are held in trust and invested in mutual funds which are Level 1 investments that are valued at the net asset value of shares held by the Plan at year end. There has been no change in the methodology used at December 31, 2011 and 2010. The following is a summary by category of the Plan's Level 1 investments:

	December 31,	
	2011	2010
Money market fund	\$ 9,324,975	\$ 14,548,353
Bond fund	11,731,206	3,591,363
Growth fund	783,811	783,914
Total investments	<u>\$ 21,839,992</u>	<u>\$ 18,923,630</u>

9. Risks and Uncertainties

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

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumption processes, it is at least reasonably possible that changes in these estimates and assumptions in the near term could materially affect the amounts reported and disclosed in the financial statements.

Baker & Hostetler LLP Pension Enhancement Plan

Notes to Financial Statements

10. Subsequent Events

During 2012, management of the Firm voted to (a) suspend future benefit accruals as of June 30, 2012 and (b) to terminate the Plan effective November 20, 2012. As Plan assets are expected to be sufficient to satisfy all benefits under the Plan at termination, management believes that all benefits will be paid on or about December 3, 2012.

The Plan has evaluated subsequent events through October 12, 2012, which is the date the financial statements were available to be issued. Except for the Plan termination as discussed above, no significant matters were identified for disclosure during this evaluation.

Supplemental Schedules

Baker & Hostetler LLP Pension Enhancement Plan

EIN #34-0082025 Plan #004

Schedule H, Line 4i – Schedule of Assets
(Held at End of Year)

December 31, 2011

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer	Description of Investment Including Rate of Interest	Cost	Current Value
		<i>Mutual Funds</i>		
*	Fidelity Management Trust Company	Fidelity Retirement Money Market Fund	\$ 9,324,975	\$ 9,324,975
*	Fidelity Management Trust Company	Fidelity Conservative Income Bond Fund	4,111,720	4,099,399
*	Fidelity Management Trust Company	Fidelity Contra Fund	683,111	783,811
	JP Morgan	Short Duration Bond Select Fund	\$ 1,718,842	\$ 1,709,780
	PIMCO	PIMCO High Yield Fund	1,764,997	1,675,808
	PIMCO	PIMCO Total Return Fund	4,287,741	4,246,219
			<u>\$ 21,891,386</u>	<u>\$ 21,839,992</u>

* Party-in-interest as defined by ERISA

Baker & Hostetler LLP Pension Enhancement Plan

EIN #34-0082025 Plan #004

Schedule H, Line 4j – Schedule of Reportable Transactions

Year Ending December 31, 2011

Identity of party involved	Description of asset	Purchase price	Selling price	Expense Incurred with transaction	Cost of Asset	Current value of asset on transaction date	Net Gain or (Loss)
Single transactions in excess of 5% of plan assets							
Fidelity Management Trust Company	Fidelity Conservative Income Bond Fund	\$ 4,100,000	\$ -	\$ -	\$ -	\$ 4,100,000	\$ -
Fidelity Management Trust Company	JP Morgan Short Duration Bond Select Fund	1,000,000	-	-	-	1,000,000	-
Fidelity Management Trust Company	Fidelity Retirement Money Market Fund	987,040	-	-	-	987,040	-
Fidelity Management Trust Company	Fidelity Retirement Money Market Fund	-	1,241,662	-	1,241,662	1,241,662	-
Fidelity Management Trust Company	Fidelity Retirement Money Market Fund	-	6,450,000	-	6,450,000	6,450,000	-
Fidelity Management Trust Company	Fidelity Retirement Money Market Fund	-	1,550,000	-	1,550,000	1,550,000	-

Baker & Hostetler LLP Pension Enhancement Plan

EIN #34-0082025 Plan #004

Schedule H, Line 4j – Schedule of Reportable Transactions

Year Ending December 31, 2011

Identity of party involved	Description of asset	Purchase price	Selling price	Expense Incurred with transaction	Cost of Asset	Current value of asset on transaction date	Net Gain or (Loss)
Series transactions in excess of 5% of plan assets							
Fidelity Management Trust Company	Fidelity Conservative Income Bond Fund 8 Purchases	\$ 4,111,720	\$ -	\$ -	\$ -	4,111,720	\$ -
Fidelity Management Trust Company	Fidelity Retirement Money Market Fund 47 Purchases 7 Sales	5,927,372 -	- 11,150,750	- -	- 11,150,750	5,927,372 11,150,750	- -
Fidelity Management Trust Company	JP Morgan Short Duration Bond Select Fund 11 Purchases	1,718,842	-	-	-	1,718,842	-
Fidelity Management Trust Company	Pimco High Yield Fund 10 Purchases	1,764,997	-	-	-	1,764,997	-

SCHEDULE SB, LINE 26—SCHEDULE OF ACTIVE PARTICIPANT DATA

Age	Years of Credited Service									Total
	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+	
35-39			5							5
40-44	1	4	5	2	2					14
45-49		6	3	5	8	1				23
50-54	3	8	5	2	8	8				34
55-59		5	4	5	7	10	7			38
60-64		6	2	2	2	5	5	7		29
65+			1			1		2	1	5
Total	4	29	25	16	27	25	12	9	1	148

SCHEDULE SB, PART V— STATEMENT OF ACTUARIAL ASSUMPTIONS/METHODS

ACTUARIAL METHODS FOR FUNDING AND PRESENT VALUE OF ACCRUED BENEFITS

Liability Valuation Method

Funding Target and Target Normal Cost as Defined in PPA

The funding target is defined to be the present value of the benefits accrued or earned at valuation date. The earned benefits include retirement-type benefits and ancillary benefits (1.430(d)-1(c)(1)(i)). If the amount of a benefit that is expected to be paid is neither a function of the accrued benefit at the time the benefit is expected to be paid nor a function of the participant's service at that time, then the portion of the benefit taken into account for purposes of determining the funding target for a plan year is based on the proportion of a participant's service as of the first day of the plan year relative to the service the participant will have when the participant decrements. The portion of the benefit that is taken into account in the target normal cost is the increase in the proportional benefit for the plan year (1.430(d)-1(c)(1)(ii)(C)). The determination of the funding target and target normal cost of a plan for a plan year is not permitted to take into account any limitations or anticipated limitations under section 436 (1.430(d)-1(c)(1)(iii)).

The target normal cost is the present value of all the benefits expected to accrue or to be earned during the year (benefits attributable to services performed in a prior year that are increased by reason of a compensation increase in the current year are treated as having accrued during the current year). Plan administrative expenses paid (or expected to be paid) from Plan assets for a plan year are not taken into account in the determination of a plan's target normal cost and funding target for that plan year (1.430(d)-1(c)(2)).

Generally if insurance contracts are held by the Plan, they are included in Plan Assets and the related benefits are included in the liability. In the case of benefits that are funded through insurance contracts purchased from an insurance company licensed under the laws of a State, the Plan is permitted to exclude the benefits from the liability and the insurance policy from the assets, but only to the extent that the right to receive benefits is an irrevocable contractual right based on premiums paid prior to the valuation date (1.430(d)-1(c)(3)).

The determination of a plan's funding target and target normal cost for a plan year is based on plan provisions that are adopted no later than the valuation date for the plan year and that become effective during that plan year. Section 412(d)(2) applies for purposes of determining whether a plan amendment is treated as having been adopted on the first day of the plan year (including a plan amendment adopted within 2 ½ months after the close of the plan year) (1.430(d)-1(d)).

SCHEDULE SB, PART V– STATEMENT OF ACTUARIAL ASSUMPTIONS/METHODS (CONTINUED)

For maximum deductible purposes, the cushion amount is equal to the sum of 50 percent of the funding target for the plan year and the amount the funding target for the plan year would increase if the Plan were to take into account increases in compensation which are expected to occur in succeeding plan years. If the Plan does not base benefits for service to date on compensation, increases in benefits which are expected to occur in succeeding plan years (determined on the basis of the average annual increase in benefits over the six immediately preceding plan years) are taken into account in lieu of expected increases in compensation. For plans that have less than 100 participants, increases in benefits for highly compensated employees as a result of plan amendments within the last two years are excluded from the calculation of the cushion amount.

Asset Valuation Method

Plan assets are equal to the market value of assets.

Procedures

Financial and census data: Financial data was submitted by the Trustee and census data was submitted by the plan sponsor. Information provided was reviewed for internal consistency and we have no reason to doubt its substantial accuracy.

No benefits of materiality were excluded from the valuation of the liabilities.

The limitations of the Internal Revenue Code 415(b) have been incorporated into our calculations.

No liability is included for participants who terminated without vesting in their benefit prior to the valuation date.

The plan sponsor provided us with the data on its employees as of the valuation date, but only those employees who have completed the Plan's eligibility requirements are included in the valuation of liabilities.

Present Value of Accrued and Vested Benefits (ASC 960)

For active participants, the accrued pension benefits as of the valuation date and payable from the assumed retirement age were determined based on actual information for each participant. For inactive participants, accrued benefits were either supplied by the Company or estimated. The present value of accrued benefits was determined by multiplying the accrued pension benefits by single premium cost factors based on the applicable actuarial assumptions of accrued benefits.

SCHEDULE SB, PART V— STATEMENT OF ACTUARIAL ASSUMPTIONS/METHODS (CONTINUED)

ACTUARIAL ASSUMPTIONS

Interest Rates 24 month average of the segmented yield curve for October 2010 without phase-in as follows:

Segment period	Spot Rate
1-5 years	3.61%
6-20 years	6.20%
21 and greater years	6.53%

Mortality No Pre-retirement mortality was assumed

Turnover None.

Disability None.

Salary Progression N/A

Actuarial Value of Assets Market Value of Assets as elected by the plan sponsor

Retirement Age Age 62

Expenses Assumed equal to prior year actual (\$0).

Lump Sum Election 100%

Lump Sum Conversion 24 month average of the segmented yield curve for October 2010 without phase-in (see Interest Rates). Lump sum values were no less than the values calculated using the 1994 Group Annuity Reserve Mortality Table and 4.5% as specified by the plan document.

Changes from Prior Year Funding target interest rates were changed from the October 2009 segment rates to the October 2010 segment rates.

There have been no other changes in actuarial methods or assumptions since the prior valuation other than the required changes mandated by the Pension Protection Act of 2006 with respect to the mortality table.

Baker & Hostetler LLP Pension Enhancement Plan

EIN #34-0082025 Plan #004

Schedule H, Line 4j – Schedule of Reportable Transactions

Year Ending December 31, 2011

Identity of party involved	Description of asset	Purchase price	Selling price	Expense Incurred with transaction	Cost of Asset	Current value of asset on transaction date	Net Gain or (Loss)
Single transactions in excess of 5% of plan assets							
Fidelity Management Trust Company	Fidelity Conservative Income Bond Fund	\$ 4,100,000	\$ -	\$ -	\$ -	\$ 4,100,000	\$ -
Fidelity Management Trust Company	JP Morgan Short Duration Bond Select Fund	1,000,000	-	-	-	1,000,000	-
Fidelity Management Trust Company	Fidelity Retirement Money Market Fund	987,040	-	-	-	987,040	-
Fidelity Management Trust Company	Fidelity Retirement Money Market Fund	-	1,241,662	-	1,241,662	1,241,662	-
Fidelity Management Trust Company	Fidelity Retirement Money Market Fund	-	6,450,000	-	6,450,000	6,450,000	-
Fidelity Management Trust Company	Fidelity Retirement Money Market Fund	-	1,550,000	-	1,550,000	1,550,000	-

Baker & Hostetler LLP Pension Enhancement Plan

EIN #34-0082025 Plan #004

Schedule H, Line 4j – Schedule of Reportable Transactions

Year Ending December 31, 2011

Identity of party involved	Description of asset	Purchase price	Selling price	Expense Incurred with transaction	Cost of Asset	Current value of asset on transaction date	Net Gain or (Loss)
Series transactions in excess of 5% of plan assets							
Fidelity Management Trust Company	Fidelity Conservative Income Bond Fund 8 Purchases	\$ 4,111,720	\$ -	\$ -	\$ -	4,111,720	\$ -
Fidelity Management Trust Company	Fidelity Retirement Money Market Fund 47 Purchases 7 Sales	5,927,372 -	- 11,150,750	- -	- 11,150,750	5,927,372 11,150,750	- -
Fidelity Management Trust Company	JP Morgan Short Duration Bond Select Fund 11 Purchases	1,718,842	-	-	-	1,718,842	-
Fidelity Management Trust Company	Pimco High Yield Fund 10 Purchases	1,764,997	-	-	-	1,764,997	-

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2011**This Form is Open to Public
Inspection**

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

▶ **Round off amounts to nearest dollar.**▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.**A** Name of plan

Baker & Hostetler LLP Pension Enhancement Plan

B Three-digit
plan number (PN) ▶

004

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF

Baker & Hostetler LLP

D Employer Identification Number (EIN)

34-0082025

E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B**F** Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500**Part I Basic Information****1** Enter the valuation date: Month 1 Day 1 Year 2011**2** Assets:**a** Market value **2a** 19,450,104**b** Actuarial value **2b** 19,450,104**3** Funding target/participant count breakdown:

(1) Number of participants

(2) Funding Target

a For retired participants and beneficiaries receiving payment..... **3a** 0 0**b** For terminated vested participants..... **3b** 7 337,876**c** For active participants:(1) Non-vested benefits..... **3c(1)** 0(2) Vested benefits..... **3c(2)** 17,145,481(3) Total active..... **3c(3)** 148 17,145,481**d** Total..... **3d** 155 17,483,357**4** If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐**a** Funding target disregarding prescribed at-risk assumptions..... **4a****b** Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor..... **4b****5** Effective interest rate **5** 5.83 %**6** Target normal cost **6** 3,790,012**Statement by Enrolled Actuary**

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

**SIGN
HERE**

DH

Signature of actuary

David Hilko

Type or print name of actuary

Deloitte Consulting LLP

Firm name

111 S. Wacker

Chicago

IL 60606

Address of the firm

8-24-2012

Date

11-05365

Most recent enrollment number

(312) 486-3057

Telephone number (including area code)

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2011
v.012611

Part II Beginning of year carryover and prefunding balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year).....	124,474	1,755,052
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	124,474	67,869
9 Amount remaining (line 7 minus line 8).....	0	1,687,183
10 Interest on line 9 using prior year's actual return of <u>1.78</u> %.....	0	30,032
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38 from prior year)		2,447,681
b Interest on (a) using prior year's effective rate of <u>6.42</u> % except as otherwise provided (see instructions).....		148,216
c Total available at beginning of current plan year to add to prefunding balance.....		2,595,897
d Portion of (c) to be added to prefunding balance.....		0
12 Other reductions in balances due to elections or deemed elections.....	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12).....	0	1,717,215

Part III Funding percentages

14 Funding target attainment percentage	14	101.42 %
15 Adjusted funding target attainment percentage.....	15	111.24 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	101.31 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and liquidity shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
07/01/2011	5,929,619				
01/18/2012	46,551				
Totals •			18(b)	5,976,170	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date.....	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	5,780,258

20 Quarterly contributions and liquidity shortfalls:**a** Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No**b** If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No**c** If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions used to determine funding target and target normal cost**21** Discount rate:**a** Segment rates:

1st segment: 3.61 %	2nd segment: 6.20 %	3rd segment: 6.53 %	☐ N/A, full yield curve used
------------------------	------------------------	------------------------	---

b Applicable month (enter code).....**21b** 3**22** Weighted average retirement age**22** 62**23** Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute**Part VI Miscellaneous items****24** Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment..... ☐ Yes ☒ No**25** Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No**26** Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No**27** If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment**27****Part VII Reconciliation of unpaid minimum required contributions for prior years****28** Unpaid minimum required contributions for all prior years**28** 0**29** Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....**29** 0**30** Remaining amount of unpaid minimum required contributions (line 28 minus line 29).....**30** 0**Part VIII Minimum required contribution for current year****31** Target normal cost and excess assets (see instructions):**a** Target normal cost (line 6).....**31a** 3,790,012**b** Excess assets, if applicable, but not greater than 31a**31b** 249,532**32** Amortization installments:**a** Net shortfall amortization installment.....**b** Waiver amortization installment.....

Outstanding Balance

Installment

0 0

0 0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount.....**33****34** Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...**34** 3,540,480

Carryover balance

Prefunding balance

Total balance

35 Balances elected for use to offset funding requirement

0

0

0

36 Additional cash requirement (line 34 minus line 35).....**36** 3,540,480**37** Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....**37**

5,780,258

38 Present value of excess contributions for current year (see instructions)**a** Total (excess, if any, of line 37 over line 36)**38a** 2,239,778**b** Portion included in line 38a attributable to use of prefunding and funding standard carryover balances**38b** 0**39** Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)**39** 0**40** Unpaid minimum required contributions for all years.....**40** 0**Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)****41** If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:**a** Schedule elected ☐ 2 plus 7 years ☐ 15 years**b** Eligible plan year(s) for which the election in line 41a was made☐ 2008☐ 2009☐ 2010☐ 2011**42** Amount of acceleration adjustment**42****43** Excess installment acceleration amount to be carried over to future plan years**43**

SCHEDULE SB, PART V– SUMMARY OF PLAN PROVISIONS

PLAN PROVISION SUMMARY

This section highlights our understanding of the provisions of the Plan affecting the actuarial valuation.

Effective Date January 1, 2006

Eligible Member An equity partner of the firm shall become a participant in the Plan on the later of the effective date or the January 1st or July 1st coincident with or next following the date on which he/she meets all of the following conditions:

- (a) He/she has completed twenty-four (24) full calendar months as a Partner of the Firm;
- (b) He/she has attained his/her twenty-first (21st) birthday;
- (c) He/she is a "Participant" in the Baker & Hostetler LLP Basic/Step-Rate Retirement Plan; and
- (d) His/her name does not appear on the Excluded Equity Partner List.

Benefit Unit Represents a lifetime annuity for the participant payable monthly commencing on his/her normal retirement date. The annual benefit unit is a portion of a participant's accrued benefit that he/she earns in a given plan year in accordance with the following table:

Equity Partner Capital on Capital Determination Date	Monthly Benefit Amount for Each Annual Benefit Unit
Less than \$165,000	\$200
At least \$165,000 but less than \$207,000	\$300
At least \$207,000	\$400

For the Plan Year beginning January 1, 2008, the Benefit Unit shall not exceed the following amount based upon his/her age as of January 1, 2008 –

Age	2008 Monthly Benefit Unit
59	\$366.67
60	\$370.00
61	\$375.00
62	\$385.83
63	\$394.17

SCHEDULE SB, PART V– SUMMARY OF PLAN PROVISIONS (CONTINUED)

For any Plan Year beginning on or after January 1, 2009 in which a Participant is at least age sixty (60) on the last day of such Plan Year, his/her Monthly Benefit Unit shall not exceed \$383.33 for that Plan Year.

<u>Accrued Benefit</u>	Sum of the participant's benefit units.
<u>Normal Retirement Date</u>	First of the month on or after the attainment of age 60.
<u>Normal Retirement Benefit</u>	Actuarial equivalent of the accrued benefit.
<u>Vested Termination</u>	The accrued benefits of all participants are at all times fully vested.
<u>Pre-retirement Death Benefit</u>	The spouse of a vested participant who dies will receive the actuarial equivalent of the participant's accrued benefit.
<u>Normal Form of Pension</u>	For unmarried participants, monthly annuity payments for life. For married participants, a Qualified Joint and Survivor Annuity.
<u>Changes Since Prior Valuation</u>	None.

Baker & Hostetler LLP Pension Enhancement Plan

EIN #34-0082025 Plan #004

Schedule H, Line 4i – Schedule of Assets
(Held at End of Year)

December 31, 2011

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer	Description of Investment Including Rate of Interest	Cost	Current Value
		<i>Mutual Funds</i>		
*	Fidelity Management Trust Company	Fidelity Retirement Money Market Fund	\$ 9,324,975	\$ 9,324,975
*	Fidelity Management Trust Company	Fidelity Conservative Income Bond Fund	4,111,720	4,099,399
*	Fidelity Management Trust Company	Fidelity Contra Fund	683,111	783,811
	JP Morgan	Short Duration Bond Select Fund	\$ 1,718,842	\$ 1,709,780
	PIMCO	PIMCO High Yield Fund	1,764,997	1,675,808
	PIMCO	PIMCO Total Return Fund	4,287,741	4,246,219
			<u>\$ 21,891,386</u>	<u>\$ 21,839,992</u>

* Party-in-interest as defined by ERISA