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 02/01/2011 and ending 01/31/2012

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
EMPLOYEE SAVINGS PLAN OF WINSTON & STRAWN LLP

1b Three-digit plan number (PN) ▶ 022

1c Effective date of plan 02/01/1988

2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)

WINSTON & STRAWN LLP

35 W. WACKER DRIVE
CHICAGO, IL 60601

35 W. WACKER DRIVE
CHICAGO, IL 60601

2b Employer Identification Number (EIN)
36-1975990

2c Sponsor's telephone number
312-558-5600

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.	11/08/2012	MICHAEL MELBINGER
	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")
WINSTON & STRAWN LLP RETIREMENT COMMITTEE

35 W. WACKER DRIVE
CHICAGO, IL 60601

3b Administrator's EIN
36-2890172

3c Administrator's telephone number
312-558-5600

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**	2572
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**	1742
b	Retired or separated participants receiving benefits	**6b**	9
c	Other retired or separated participants entitled to future benefits	**6c**	747
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	2498
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	2498
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	2007
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**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2F 2G 2J 2R 2T 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)

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

For calendar plan year 2011 or fiscal plan year beginning 02/01/2011 and ending 01/31/2012

A Name of plan
EMPLOYEE SAVINGS PLAN OF WINSTON & STRAWN LLP

B Three-digit plan number (PN) ▶ 022

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

D Employer Identification Number (EIN)
36-1975990

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

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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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
64 37 65 71	RECORDKEEPER	20131	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.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 02/01/2011 and ending 01/31/2012

A Name of plan
EMPLOYEE SAVINGS PLAN OF WINSTON & STRAWN LLP

B Three-digit plan number (PN) ▶ 022

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

D Employer Identification Number (EIN)
36-1975990

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: WINSTON & STRAWN LLP RET PLN MASTER

b Name of sponsor of entity listed in (a): WINSTON & STRAWN LLP

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)
04-3603790-001	M	177938857

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)

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

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

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

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

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

a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN

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

For calendar plan year 2011 or fiscal plan year beginning 02/01/2011 and ending 01/31/2012

A Name of plan
EMPLOYEE SAVINGS PLAN OF WINSTON & STRAWN LLP

B Three-digit plan number (PN) ▶ 022

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

D Employer Identification Number (EIN)
36-1975990

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)	8000	0
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	1766440	1547756
(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)	168083882	177938857
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(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	169858322	179486613
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	169858322	179486613

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)		
(B) Participants	2a(1)(B)	14895447	
(C) Others (including rollovers)	2a(1)(C)	5182971	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		20078418
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	80935	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		80935
(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)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		
(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)		

		(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)		
(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)		2144054
(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		22303407
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	12442259	
(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)		12442259
f Corrective distributions (see instructions)	2f		207669
g Certain deemed distributions of participant loans (see instructions)	2g		15468
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)	9720	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		9720
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		12675116
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		9628291
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) [X] 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 [X] No

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

(1) Name: DELOITTE & TOUCHE LLP (2) EIN: 13-3891517

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		20000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? **4f**		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? **4g**		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? **4h**		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) **4i**	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) **4j**		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? **4k**		X	
l	Has the plan failed to provide any benefit when due under the plan? **4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) **4m**		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. **4n**		X	

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 02/01/2011 and ending 01/31/2012

A Name of plan
EMPLOYEE SAVINGS PLAN OF WINSTON & STRAWN LLP

B Three-digit plan number (PN) ▶ 022

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

D Employer Identification Number (EIN)
36-1975990

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): 04-6568107

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 (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):

Employee Savings Plan of Winston & Strawn LLP

(EIN: 36-1975990 PN: 022)

Financial Statements as of January 31, 2012 and 2011, and for the Year Ended January 31, 2012, Supplemental Schedule as of January 31, 2012, and Independent Auditors' Report

EMPLOYEE SAVINGS PLAN OF WINSTON & STRAWN LLP

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NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

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INDEPENDENT AUDITORS' REPORT

To the Participants and Administrator of the
Employee Savings Plan of Winston & Strawn LLP:

We have audited the accompanying statements of net assets available for benefits of the Employee Savings Plan of Winston & Strawn LLP (the "Plan") as of January 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended January 31, 2012. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of January 31, 2012 and 2011, and the changes in net assets available for benefits for the year ended January 31, 2012, in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year) as of January 31, 2012, is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This schedule is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. Such schedule has been subjected to the auditing procedures applied in our audits of the financial statements and certain additional procedures, including comparing and reconciling such schedule directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, such schedule is fairly stated, in all material respects, in relation to the financial statements as a whole.

Deloitte & Touche LLP

November 5, 2012

EMPLOYEE SAVINGS PLAN OF WINSTON & STRAWN LLP

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF JANUARY 31, 2012 AND 2011

	2012	2011
ASSETS:		
Investment in Winston & Strawn LLP Retirement Plans Master Trust — at fair value	$177,938,857	$168,083,883
Notes receivable from participants	1,547,756	1,766,440
Contributions receivable from participants	-	8,000
NET ASSETS REFLECTING ALL INVESTMENTS AT FAIR VALUE	179,486,613	169,858,323
ADJUSTMENTS FROM FAIR VALUE TO CONTRACT VALUE FOR FULLY BENEFIT-RESPONSIVE STABLE VALUE FUND	(550,281)	(250,820)
NET ASSETS AVAILABLE FOR BENEFITS	$178,936,332	$169,607,503

See notes to financial statements.

EMPLOYEE SAVINGS PLAN OF WINSTON & STRAWN LLP

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED JANUARY 31, 2012

ADDITIONS:	
Contributions:	
Participant	$ 14,895,447
Rollover	5,182,971
Total contributions	20,078,418
Net investment income from Master Trust	1,925,528
Total additions	22,003,946
DEDUCTIONS:	
Benefits paid to participants	(12,665,398)
Transaction fees	(9,719)
Total deductions	(12,675,117)
INCREASE IN NET ASSETS	9,328,829
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	169,607,503
End of year	$ 178,936,332

See notes to financial statements.

1. DESCRIPTION OF THE PLAN

The Employee Savings Plan of Winston & Strawn LLP (the "Plan") was established effective February 1, 1988, and is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. The Plan document was restated effective February 1, 2011; however, there were no significant changes as a result of the restatement. The following description of the Plan provides only general information. Participants should refer to the Plan document for more specific information.

General — The Plan sponsor, Winston & Strawn LLP, an Illinois limited liability partnership, is hereinafter referred to as the "Partnership." The Winston & Strawn LLP Retirement Committee is the Plan administrator and consists of partners of the Partnership who are appointed by the Partnership's Executive Committee. Fidelity Management Trust Company ("Fidelity" or "Trustee") is the custodian and trustee of the Plan's assets and Fidelity Investments Institutional Operations Company Inc. is the recordkeeper. A "Plan Year" covers the 12-month period commencing on February 1 and ending on the following January 31.

Eligibility and Vesting — All partners, associate attorneys, administrative staff members of the Partnership, and individuals designated as "of counsel," "senior counsel," or "counsel" are eligible to participate in the Plan upon their date of hire. Participants are 100% vested immediately upon entry into the Plan.

Contributions — The Partnership does not make contributions to the Plan. Participants may contribute, on a pretax basis, up to 50% of their compensation, as defined in the Plan, during the Plan Year, subject to certain Internal Revenue Code (IRC) limitations, and may change their contribution rate effective as of any month-end payroll period. Participants may also elect to make Roth (after-tax) contributions, subject to certain IRC limitations.

Rollover Contributions — Rollover contributions to the Plan may be in the form of a direct transfer from a qualified retirement plan or conduit individual retirement account (IRA). Additionally, a partner or an employee may receive a distribution check from a qualified retirement plan or conduit IRA and deposit it in the Plan within 60 days of the distribution date.

A partner or employee who makes only a rollover contribution to the Plan will become a Plan participant with respect to the rollover contribution only.

Participant Accounts — Individual accounts are maintained for each participant of the Plan. Accounts are valued daily by Fidelity. Participants direct the investment of their contribution into various options offered by the Plan and in the self-directed brokerage account option. Participants may transact on a daily basis within these options.

Participant accounts are credited with the contributions and/or transfers made and reflect allocations of investment gains or losses through changes in the value of the investments in their account. Dividends and capital gain distributions on investments are automatically reinvested. For self-directed brokerage accounts, dividend income is recorded on the ex-dividend date, and interest income is recorded as earned. The benefit to which each participant is entitled is the value of the benefit that can be provided from the participant's account.

Notes Receivable from Participants — A participant may apply for a loan for any purpose other than the purchase of publicly traded securities. The loans are secured by the balance in the participant's account. Other details of the Plan's loan provision include the following:

a. There is a limit of one new loan each Plan Year.

b. The minimum amount of a loan is $1,000.

c. The amount of the loan at origination date, when added to the participant's then-outstanding loan balance(s) under the Plan, may not exceed 50% of the value of the participant's Plan account balance.

d. The amount of the loan at origination date, when added to the participant's then-outstanding loan balance(s) under the Plan and the Winston & Strawn LLP Retirement Plan (the "Retirement Plan"), if applicable, may not exceed $50,000, reduced by the highest outstanding balance of the participant's combined loans from the Plan and the Retirement Plan during the one-year period ending on the day before which such loan is to be made.

e. For each loan, a participant's account is charged a loan origination fee of $35, plus a quarterly maintenance fee of $3.75.

f. The interest rate charged for a loan originated within the Plan is equal to the current prime rate plus one percentage point determined at the time the loan is made. Principal and interest are paid ratably through payroll deductions.

Payment of Benefits — Under the terms of the Plan, a participant may withdraw all or a portion of his or her account balance upon retirement or other separation from service. The participant may elect to receive the withdrawal as a lump-sum payment or as a direct transfer to an eligible retirement plan or IRA. A participant who has reached 59 1/2 may withdraw all or any part of his or her interest in the Plan prior to retirement.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting — The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP).

Use of Estimates — The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein and the disclosures of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties — The Plan utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the participant account balances and the amounts reported in the financial statements.

Investment Valuation and Income Recognition — The Plan's investments are stated at fair value. Fair value of a financial instrument 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. The common and preferred stock, unit investment trust, and stock options are valued at the closing price reported on

the New York Stock Exchange on the last business day of the Plan Year. Shares of mutual funds are valued at year-end based on quoted market prices. The stable value fund (the "SV Fund") is stated at fair value and then adjusted to contract value as described below. Fair value of the SV Fund is the net asset value of its underlying investments, and contract value is principal plus accrued interest. Corporate bonds and government and agency obligations are valued based on quotations received from dealers who make markets in such securities or by independent pricing services. Pricing services generally utilize matrix pricing, which considers yield or price of bonds of comparable quality, coupon, maturity, and type as well as dealer-supplied prices. Asset-backed securities and government agency mortgage securities pricing services utilize matrix pricing, which considers prepayment speed assumptions; attributes of the collateral; yield or price of bonds of comparable quality, coupon, maturity, and types; as well as dealer-supplied prices.

In accordance with GAAP, the SV Fund is included at fair value in investments in the statements of net assets available for benefits, and an additional line item is presented representing the adjustment from fair value to contract value. The statement of changes in net assets available for benefits is presented on a contract value basis. The SV Fund may invest in fixed-interest insurance investment contracts, money market funds, corporate and government bonds, mortgaged-backed securities, bond funds, and other fixed-income securities. This fund is fully benefit responsive. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the SV Fund, plus earnings, less participant withdrawals. The crediting interest rate of the SV Fund was 1.89% and 2.22% at January 31, 2012 and 2011, respectively. The average yield for the SV Fund was 1.51% for the year ended January 31, 2012.

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.

Management fees and operating expenses charged to the Winston & Strawn LLP Retirement Plan Master Trust (the "Master Trust") for investments in mutual funds and the SV Fund (a type of collective investment fund) are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

Notes Receivable from Participants — Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are recorded as distributions based on the terms of the Plan document.

Administrative Expenses — The Partnership pays all administrative expenses related to the Plan. Transaction fees charged by Fidelity for benefit distributions and loans are deducted from participants' accounts. Transaction fees related to assets held in self-directed brokerage accounts are reflected in the cost basis of those assets.

Payment of Benefits — Benefit payments to participants are recorded upon distribution. There are no amounts allocated to accounts of persons who had elected to withdraw from the Plan but had not yet been paid as of January 31, 2012 and 2011.

New Accounting Standards - In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS*, which amends Accounting Standards Codification (ASC) 820, *Fair Value Measurement and Disclosures*. This ASU also requires the categorization by level for items that are only required to be disclosed at fair value and information about transfers between Level 1 and Level 2. In addition, this ASU provides guidance on measuring the

fair value of financial instruments managed within a portfolio and the application of premiums and discounts on fair value measurements. This ASU requires additional disclosure for Level 3 measurements regarding the sensitivity of fair value to changes in unobservable inputs and any interrelationships between those inputs. The new guidance is effective for reporting periods beginning after December 15, 2011. The adoption will not have a material effect on the statements of net assets available for benefits and statement of changes in net assets available for benefits. Plan management has not determined the impact on the disclosures in the financial statements.

3. FAIR VALUE MEASUREMENTS

All of the Plan's investment assets are held in a trust account at the Trustee and consist of an interest in an investment account of the Master Trust, a master trust established by the Partnership and administered by the Trustee. Use of the Master Trust permits the commingling of trust assets with the assets of the Retirement Plan for investment and administrative purposes. Although assets of both plans are commingled in the Master Trust, the Trustee maintains supporting records for the purpose of allocating the net gain or loss of the investment account to the participating plans. On a daily basis, the ratio of the Plan's assets to the value of the respective assets held in the Master Trust is used to allocate interest income, dividend income, and net appreciation (depreciation) in the fair value of investments (which consists of realized gains (losses) and unrealized appreciation (depreciation) in the market value of investments). The Plan had an interest of 42% in the net assets of the Master Trust as of January 31, 2012, and 41% as of January 31, 2011.

ASC 820 establishes a single authoritative definition of fair value, sets a framework for measuring fair value, and requires disclosures about fair value measurements. In accordance with ASC 820, the Plan classifies its investments into Level 1, which refers to securities valued using quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; and Level 3, which refers to securities valued based on significant unobservable inputs. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

A summary of the Master Trust and Plan's investments measured at fair value on a recurring basis at January 31, 2012 and 2011, set forth by level within the fair value hierarchy, is as follows:

	Master Trust Asset Value at January 31, 2012				Employee Savings Plan Balance as of
	Level 1	Level 2	Level 3	Total	January 31, 2012
Interest-bearing cash	$ 10,036,684	$ -	$ -	$ 10,036,684	$ 1,283,800
Certificate of deposit		108,785	$	108,785	56,769
Common stock:					
Basic materials	3,312,873			3,312,873	333,254
Business services	89,705			89,705	3,324
Conglomerates	1,944,772			1,944,772	335,156
Construction	13,274			13,274	-
Consumer goods	1,027,209			1,027,209	58,711
Consumer services	347,573			347,573	53,219
Energy	2,696,978			2,696,978	217,039
Financial services	1,864,337			1,864,337	323,335
Government	271,150			271,150	93,154
Healthcare	1,649,131			1,649,131	248,199
Industrial distribution	8,271			8,271	-
Industrial materials	81,487			81,487	81,487
Industrial services	45,640			45,640	8,096
Information services	105,114			105,114	28,655
Manufacturing	2,675,577			2,675,577	93,128
Media	34,629			34,629	4,036
Real estate	750,998			750,998	264,845
Technology	1,677,286			1,677,286	559,094
Telecommunications	365,514			365,514	45,116
Transportation	131,877			131,877	-
Utilities	544,446			544,446	31,676
Total common stock	19,637,841	-	-	19,637,841	2,781,524
Corporate bonds:					
Basic materials		7,544		7,544	-
Consumer goods		11,384		11,384	-
Financial services		66,015		66,015	-
Industrial materials		25,889		25,889	25,889
Manufacturing		54,518		54,518	-
Telecommunications		5,875		5,875	-
Total corporate bonds	-	171,225	-	171,225	25,889
Government and agency obligations - treasury bonds		1,036,170		1,036,170	244,668
Mutual funds:					
Bond	1,330,554			1,330,554	-
Commodities	197,815			197,815	111,382
Convertibles	62,331			62,331	-

(Continued)

	Master Trust Asset Value at January 31, 2012				Employee Savings Plan Balance as of January 31, 2012
	Level 1	Level 2	Level 3	Total	
Mutual funds (continued):					
Fixed income	$ 41,283,441	$ -	$ -	$ 41,283,441	$ 18,932,146
Foreign	534,462			534,462	-
Foreign large blend	73,163			73,163	-
Government	23,232,352			23,232,352	7,630,679
Large blend	166,309,784			166,309,784	75,474,913
Large growth	39,429,122			39,429,122	21,847,557
Large value	9,248,214			9,248,214	4,355,031
Mid blend	17,259,989			17,259,989	8,492,684
Mid growth	7,491,770			7,491,770	4,401,378
Mid value	729,982			729,982	43,531
Money market	1,876,798			1,876,798	-
Short government	308,391			308,391	308,391
Small blend	1,086,396			1,086,396	654,826
Small growth	7,206,770			7,206,770	3,438,140
Small value	19,310,118			19,310,118	9,043,299
Total mutual funds	336,971,452	-	-	336,971,452	154,733,957
Stock options:					
Financial services	22,730			22,730	14,543
Manufacturing	9,867			9,867	-
Technology	14,560			14,560	-
Total stock options	47,157	-	-	47,157	14,543
Preferred stock:					
Consumer goods	3,639			3,639	3,639
Financial services	979,805			979,805	7,995
Manufacturing	26,650			26,650	-
Real estate	231,007			231,007	-
Telecommunications	76,320			76,320	-
Total preferred stock	1,317,421	-	-	1,317,421	11,634
Stock rights and warrants	331			331	-
Stable value fund {a}		50,157,173		50,157,173	18,778,987
Unit investment trust:					
Conglomerates	118,841			118,841	-
Energy	1,861,406			1,861,406	-
Financial services	560			560	-
Real estate	444,323			444,323	7,086
Transportation	36,850			36,850	-
Utilities	14,585			14,585	-
Total unit investment trust	2,476,565	-	-	2,476,565	7,086
Total	$ 370,487,451	$ 51,473,353	$ -	$ 421,960,804	$ 177,938,857

(Concluded)

	Master Trust Asset Value at January 31, 2011				Employee Savings Plan Balance as of January 31, 2011
	Level 1	Level 2	Level 3	Total	
Cash:					
Interest-bearing cash	11,763,884			11,763,884	1,059,122
Non-interest-bearing cash	381,186			381,186	41,574
Total cash	12,145,070	-	-	12,145,070	1,100,696
Certificate of deposit	149,339			149,339	87,393
Common stock:					
Basic materials	2,216,044			2,216,044	67,625
Business services	129,811			129,811	7,089
Construction	61,884			61,884	-
Consumer goods	503,869			503,869	48,700
Consumer services	234,573			234,573	22,865
Energy	53,410			53,410	-
Financial services	6,173,149			6,173,149	1,446,373
Health care	69,353			69,353	-
Industrial materials	754,090			754,090	6,375
Information services	673,062			673,062	64,815
Manufacturing	6,587,624			6,587,624	668,353
Media	44,781			44,781	3,971
Real estate	510,479			510,479	123,809
Technology	457,084			457,084	269,569
Telecommunications	36,682			36,682	36,682
Transportation	316,097			316,097	25,930
Utilities	776,177			776,177	64,687
Total common stock	19,598,169	-	-	19,598,169	2,856,843
Corporate bonds:					
Basic materials		7,315		7,315	-
Financial services		101,963		101,963	-
Industrial materials		26,536		26,536	26,536
Telecommunications		5,752		5,752	-
Total corporate bonds	-	141,566	-	141,566	26,536
Government and agency obligations:					
treasury bonds	-	1,104,168	-	1,104,168	230,452
Mutual funds:					
Commodities	94,932			94,932	-
Debt	482,452			482,452	-
Fixed income	34,691,454			34,691,454	14,590,070
Government	547,506			547,506	-
Large blend	160,800,242			160,800,242	71,708,901
Large growth	39,071,704			39,071,704	21,193,234

(Continued)

	Master Trust Asset Value at January 31, 2011				Employee Savings Plan Balance as of
	Level 1	Level 2	Level 3	Total	January 31, 2011
Mutual funds (continued):					
Large value	$ 9,160,496	$ -	$ -	$ 9,160,496	$ 4,624,646
Mid blend	18,471,599			18,471,599	8,201,674
Mid growth	8,180,623			8,180,623	4,371,781
Mid value	123,789			123,789	-
Multi-strategy	93,528			93,528	93,528
Small blend	21,700,961			21,700,961	7,715,490
Small growth	817,279			817,279	486,335
Small value	6,767,577			6,767,577	3,149,236
Other	19,913,733			19,913,733	9,122,708
Total mutual funds	320,917,875	-	-	320,917,875	145,257,603
Stock options:					
Basic materials	4,499			4,499	-
Consumer goods	5,500			5,500	-
Financial services	107,802			107,802	55,526
Manufacturing	50,495			50,495	-
Telecommunications	7,375			7,375	-
Total stock options	175,671	-	-	175,671	55,526
Preferred stock:					
Basic materials	18,460			18,460	-
Financial services	992,636			992,636	-
Real estate	228,560			228,560	-
Telecommunications	76,800			76,800	-
Total preferred stock	1,316,456	-	-	1,316,456	-
Stock rights and warrants	145	-	-	145	-
Stable value fund {a}	-	48,863,868	-	48,863,868	18,468,834
Unit investment trust:					
Basic materials	743,394			743,394	-
Financial services	221,688			221,688	-
Real estate	602,955			602,955	-
Transportation	447,557			447,557	-
Utilities	197,364			197,364	-
Total unit investment trust	2,212,958	-	-	2,212,958	-
Total	$ 356,515,683	$ 50,109,602	$ -	$ 406,625,285	$ 168,083,883

(Concluded)

{a} The investment objective is to seek the preservation of capital and to provide a competitive level of income over time that is consistent with the preservation of capital. The redemption of units is available on any business day. The stable value fund invests primarily in government agency obligations, nonconvertible bonds, government agency mortgage securities, and asset-backed securities. The adjustment from fair value to contract value for the fully benefit-responsive stable value fund in the master trust was $1,469,757 and $663,606, as of January 31, 2012 and 2011, respectively. See Note 5.

The Plan's policy is to recognize significant transfers between levels at the time in which an event or change in circumstances occurs. Certificates of deposits were transferred from Level 1 to Level 2 during the year ended January 31, 2012.

The Plan's investments that represent 5% or more of the Plan's net assets available for benefits as of January 31, 2012 and 2011, are as follows:

	2012	2011
Mutual funds:		
Vanguard Wellington Admiral	$10,906,744	$11,178,810
* Fidelity Growth Company K	17,692,214	17,146,505
Spartan US Equity Index	10,255,149	10,115,787
Dodge & Cox Stock	9,934,447	11,135,851
* Stable value fund — Fidelity Managed Income Portfolio II	18,778,987	18,468,834

* Party-in-interest

4. MASTER TRUST NET INVESTMENT INCOME

Net investment income of the Master Trust for the year ended January 31, 2012, is as follows:

Net (depreciation)appreciation in fair value of investments:	
Mutual funds	$ (6,996,576)
Common stock	(596,087)
Unit investment trust	267,885
Government and and agency obligations	15,082
Corporate bonds	(3,009)
Preferred stock	(11,736)
Other	(26,258)
Total net depreciation in fair value of investments	(7,350,699)
Interest and dividend income	12,509,086
Net investment income of the Master Trust	$ 5,158,387

5. STABLE VALUE FUND

The stable value fund (the "SV Fund") is a collective trust fund sponsored by Fidelity. The beneficial interest of each participant is represented by units. Units are issued and redeemed daily at the SV Fund's constant net asset value ("NAV") of $1 per unit. Distribution to the SV Fund's unit holders is declared daily from the net investment income and automatically reinvested in the SV Fund on a monthly basis, when paid. It is the policy of the SV Fund to use its best efforts to maintain a stable NAV of $1 per unit, although there is no guarantee that the SV Fund will be able to maintain this value.

Participants ordinarily may direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the SV Fund, plus earnings, less participant withdrawals and administrative expenses. The SV Fund imposes certain restrictions on the Plan, and the SV Fund itself may be subject to circumstances that affect its ability to transact at contract value. Plan management believes that the occurrence of events that would cause the SV Fund to transact at less than contract value is not probable.

Limitations on the Ability of the SV Fund to Transact at Contract Value

Restrictions on the Plan — Participant-initiated transactions are those transactions allowed by the Plan, including withdrawals for benefits, loans, or transfers to noncompeting funds within a plan, but excluding withdrawals that are deemed to be caused by the actions of the Plan Sponsor. The following employer-initiated events may limit the ability of the SV Fund to transact at contract value:

- A failure of the Plan or its trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA
- Any communication given to Plan participants designed to influence a participant not to invest in the SV Fund or to transfer assets out of the SV Fund
- Any transfer of assets from the SV Fund directly into a competing investment option
- The establishment of a defined contribution plan that competes with the Plan for employee contributions
- Complete or partial termination of the Plan or its merger with another plan

Circumstances that Affect the SV Fund — The SV Fund invests in assets, typically fixed-income securities or bond funds, and enters into "wrapper" contracts issued by third parties. A wrap contract is an agreement by another party, such as a bank or insurance company to make payments to the SV Fund in certain circumstances. Wrap contracts are designed to allow a stable value portfolio to maintain a constant NAV and protect a portfolio in extreme circumstances. In a typical wrap contract, the wrap issuer agrees to pay a portfolio the difference between the contract value and the market value of the underlying assets once the market value has been totally exhausted.

The wrap contracts generally contain provisions that limit the ability of the SV Fund to transact at contract value upon the occurrence of certain events. These events include:

- Any substantive modification of the SV Fund or the administration of the SV Fund that is not consented to by the wrap issuer
- Any change in law, regulation, or administrative ruling applicable to a plan that could have a material adverse effect on the SV Fund's cash flow
- Employer-initiated transactions by participating plans as described above

In the event that wrap contracts fail to perform as intended, the SV Fund's NAV may decline if the market value of its assets declines. The SV Fund's ability to receive amounts due pursuant to these wrap contracts is dependent on the third-party issuer's ability to meet their financial obligations. The wrap issuer's ability to meet its contractual obligations under the wrap contracts may be affected by future economic and regulatory developments.

The SV Fund is unlikely to maintain a stable NAV if, for any reason, it cannot obtain or maintain wrap contracts covering all of its underlying assets. This could result from the SV Fund's inability to promptly find a replacement wrap contract following termination of a wrap contract. Wrap contracts are not transferable and have no trading market. There are a limited number of wrap issuers. The SV Fund may lose the benefit of wrap contracts on any portion of its assets in default in excess of a certain percentage of portfolio assets.

6. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

As Fidelity is a service provider of the Plan, transactions in the investments managed by Fidelity affiliates qualify as party-in-interest transactions. In addition, the Plan document provides for participant loans, which also qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services are included as a reduction of the return on each investment.

7. PLAN TERMINATION

Although it has not expressed any intent to do so, the Partnership has the right as stated in the Plan document to terminate the Plan at any time subject to the provisions of ERISA.

8. FEDERAL INCOME TAX STATUS

The Plan obtained its latest determination letter dated April 23, 2012, in which the Internal Revenue Service (IRS) stated that the Plan and related trust, as then designed, were in compliance with the applicable requirements of the IRC. The Plan was subsequently amended on May 3, 2012, to clarify the meaning of participant elective contributions. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC, and the Plan and related trust continue to be tax exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain 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 January 31, 2012, 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.

9. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

A reconciliation of net assets available for benefits per the financial statements to Form 5500 as of January 31, 2012 and 2011, is as follows:

	2012	2011
Net assets available for benefits per the financial statements	$ 178,936,332	$ 169,607,503
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	550,281	250,820
Net assets available for benefits per the Form 5500 — at fair value	$ 179,486,613	$ 169,858,323

A reconciliation of the net increase in net assets available for benefits per the financial statements to the Form 5500 for the year ended January 31, 2012, is as follows:

Net increase in net assets per the financial statements	$ 9,328,829
Adjustment from contract value to fair value for fully benefit-responsive investment contracts — January 31, 2012	550,281
Adjustment from contract value to fair value for fully benefit-responsive investment contracts — January 31, 2011	(250,820)
Net increase in net assets available for benefits per Form 5500	$ 9,628,290

10. SUBSEQUENT EVENTS

Management has evaluated subsequent events through November 5, 2012, the date the financial statements were available to be issued, and concluded that no additional subsequent events have occurred that would require recognition or additional disclosure.

* * * * * *

SUPPLEMENTAL SCHEDULE

EMPLOYEE SAVINGS PLAN OF WINSTON & STRAWN LLP

FORM 5500, SCHEDULE H, PART IV, LINE 4i — SCHEDULE OF ASSETS
(HELD AT END OF YEAR)
AS OF JANUARY 31, 2012

	Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investment	* Cost	Current Value
**	Notes receivable from participants	Notes receivable (maturing 2012 to 2017 at interest rates of 4.25% to 9.25%)	$ -	$ 1,547,756

* Cost information is not required for participant-directed investments and therefore is not included.
** Party-in-interest.

EMPLOYEE SAVINGS PLAN OF WINSTON & STRAWN LLP
WINSTON & STRAWN LLP
EIN: 36-1975990 PN: 022
ATTACHMENT TO FORM 5500, SCH H, 4i
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
01/31/2012

(A)	(B) Identity of issue, borrower, lessor, or similar party	(C) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(E) Current Value
*	Participant Loans	Participant Loans	1,547,756
	Interest Held in Master Trust	Various (includes Registered Investment Companies, Self Directed Brokerage, etc.)	177,938,857
		TOTAL	**179,486,613**

* Investment with party-in-interest to the Plan