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

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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;
- [X] 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
GRANT THORNTON LLP 401(K) SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 08/01/1981

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

GRANT THORNTON LLP

175 WEST JACKSON BLVD. 20TH FLOOR
CHICAGO, IL 60604

2b Employer Identification Number (EIN)
36-6055558

2c Sponsor's telephone number
312-602-8425

2d Business code (see instructions)
541211

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.	05/29/2014	LOU ANN HUTCHISON
	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

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

GRANT THORNTON LLP

175 WEST JACKSON BLVD., 20TH FLOOR
CHICAGO, IL 60604

3b Administrator's EIN: 36-6055558

3c Administrator's telephone number: 312-602-8425

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**	8435
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**	6184
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	3051
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	9235
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	4
f	Total. Add lines **6d** and **6e**	**6f**	9239
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	8719
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	630
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 Characteristics Codes in the instructions:
2A 2E 2F 2G 2J 2K 2S 2T 3H

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

9a Plan funding arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	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)	☒	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)	☒	**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 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.**	**2012** **This Form is Open to Public Inspection.**

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
GRANT THORNTON LLP 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
36-6055558

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

CHARLES SCHWAB & CO. INC. AND AFFIL

94-1737782

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

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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)

FIDUCIARYVEST, LLC

20-2217636

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 28 50	NONE	149913	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

WINSTON & STRAWN, LLP

36-1975990

(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?
29 50	NONE	40272	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

SCHWAB RETIREMENT PLAN SERVICES INC

34-1479833

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 50 64	NONE	34181	Yes [ ] No [X]	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)

CORBETT, DUNCAN & HUBLY, PC

36-4105119

(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?
10 50	NONE	22182	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

ALSTON & BIRD LLP

58-0137615

(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?
29 50	NONE	21437	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

MID-AMERICAN PRINTING SYSTEMS INC

36-3743366

(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?
13	NONE	7600	Yes [ ] No [X]	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)

CHARLES SCHWAB BANK

45-1558009

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
25 49 50 52 59 62	NONE	859	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

CHARLES SCHWAB & CO., INC.

94-1737782

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
59	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] 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
CHARLES SCHWAB & CO AND AFFILIATES	59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SEE ATTACHMENT 11-1111111	SEE ATTACHMENT

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
GRANT THORNTON LLP 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
36-6055558

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

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

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
81-0625180-001	C	0

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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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

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
GRANT THORNTON LLP 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
36-6055558

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)	15864231	15716429
(2) Participant contributions	1b(2)	938359	1027778
(3) Other	1b(3)	130844	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	61354719
(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)	5822507	5634241
(9) Value of interest in common/collective trusts	1c(9)	65381771	0
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	369251713	453978584
(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	457389425	537711751
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	457389425	537711751

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)	19614717	
(B) Participants	2a(1)(B)	37770341	
(C) Others (including rollovers)	2a(1)(C)	6514072	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		63899130
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	4259	
(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)	163496	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		167755
(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)	12559958	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		12559958
(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
(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

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-28521
(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)		47471560
c Other income	2c		272510
d Total income. Add all **income** amounts in column (b) and enter total	2d		124342392
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	43716013	
(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)		43716013
f Corrective distributions (see instructions)	2f		24712
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)	95247	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	149913	
(4) Other	2i(4)	34181	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		279341
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		44020066
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		80322326
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: CORBETT, DUNCAN & HUBLY **(2)** EIN: 36-4105119

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 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	

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

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

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
GRANT THORNTON LLP 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
36-6055558

Part I Distributions

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

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

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

EIN(s): 42-1558009

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

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

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

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

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

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

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

6 **a** Enter the minimum required contribution for this plan year (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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Plan Name: Grant Thornton LLP 401(k) Savings Plan
Plan Number: 001
Plan Sponsor EIN: 36-6055558

Corbett, Duncan & Hubly PC

GRANT THORNTON LLP 401(K) SAVINGS PLAN

AUDIT REPORT
December 31, 2012 and 2011

Corbett, Duncan & Hubly PC

INDEPENDENT AUDITORS' REPORT

To the Plan Sponsor
Grant Thornton LLP 401(k) Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Grant Thornton LLP 401(k) Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements and supplemental schedule based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) 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 4, which was certified by Charles Schwab Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

CPAs & Consultants
100 Pierce Road 630-285-0215 tel
Suite 100 630-285-1166 fax
Itasca, IL 60143 www.cdhcpa.com

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule of Schedule H, line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2012 is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Corbett, Duncan + Hubly, P.C.

CORBETT, DUNCAN & HUBLY, P.C.
Itasca, IL
October 14, 2013

Grant Thornton LLP
401(k) Savings Plan

Statements of Net Assets Available for Benefits
As of December 31,

	2012	2011
Investments, at fair value (see Note 8)		
Registered investment companies	$ 453,978,584	$ 369,251,713
Money market fund	61,354,719	-
Collective trusts	-	65,381,771
Total Investments	515,333,303	434,633,484
Receivables		
Notes receivable from participants	5,634,241	5,822,507
Employer contributions	15,716,429	15,864,231
Employee contributions	1,027,778	938,359
Dividends receivable	-	130,844
Total Receivables	22,378,448	22,755,941
Net Assets Available for Benefits at Fair Value	537,711,751	457,389,425
Adjustment from fair value to contract value for interest in collective trust relating to fully benefit-responsive investment contracts	-	(448,043)
Net Assets Available for Benefits	$ 537,711,751	$ 456,941,382

The accompanying notes are an integral part of these financial statements.

Grant Thornton LLP
401(k) Savings Plan

Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2012

Net Assets Available for Benefits, Beginning of Year	$	456,941,382
Investment income		
Net appreciation in fair value:		
Registered investment companies		45,667,782
Collective trusts		419,522
Interest and dividends		14,531,491
Administrative revenue		272,510
Total Investment Income		60,891,305
Contributions		
Employer		19,614,717
Employee		44,284,413
Total Contributions		63,899,130
Withdrawals		
Benefit payments		(43,740,725)
Administrative expenses		(279,341)
Total Withdrawals		(44,020,066)
Net Change During Year		80,770,369
Net Assets Available for Benefits, End of Year	$	537,711,751

The accompanying notes are an integral part of this financial statement.

Grant Thornton LLP
401(k) Savings Plan

Notes to the Financial Statements
As of December 31, 2012 and 2011, and for the Year Ended December 31, 2012

NOTE 1 – PLAN DESCRIPTION

The following description of the Grant Thornton LLP (the "Firm") 401(k) Savings Plan (the "Plan") provides only general information. Participants should refer to the Summary Plan Description for more complete information.

A. GENERAL

The Grant Thornton LLP 401(k) Savings Plan is a defined contribution plan covering eligible partners and employees of the Firm. Effective October 1, 2012, Global Mobility LLP and Global Mobility LLC, affiliates of the Firm, were added to the Plan as participating companies. The Firm administers the Plan and funds contributed under the Plan are held, invested and distributed by the Trustees acting under trust agreements between the Trustees and the Firm in which all transactions are participant directed. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ('ERISA").

Effective November 12, 2012, the Plan was amended whereby: beginning with the 2012 Plan year, eligible employees hired through the Firm's university recruiting process will receive a one-time "new hire contribution" into their defined contribution account if they are still employed by the Firm as of the last day of a given Plan year.

B. ELIGIBILITY

401(k) Account
All partners and employees of the Firm over 21 years of age are eligible to participate in the Plan on the entry date subsequent to the employee's 30-day anniversary of their initial date of employment. Entry is allowed any time after an employee's 30-day anniversary of their initial employment. The Plan has an automatic enrollment feature whereby employees who do not make a positive election to waive participation will be automatically enrolled at a 2% deferral rate 60 days from their initial date of hire. Eligibility for employer matching contributions requires one year of employment with the firm and attainment of the age of 21. All employees of the Firm hired through the Firm's university recruiting process and actively employed as of the end of the Plan year are eligible to receive a discretionary, "new hire" contribution upon achieving the later of: (a) date of hire; or (b) age 21. Partners are ineligible for employer matching contributions.

Partners Profit Sharing Account
Partners become eligible to receive a partners' profit sharing contribution upon completion of one hour of service or upon reaching 21 years of age, whichever is later.

NOTE 1 – PLAN DESCRIPTION – (CONTINUED) –

C. CONTRIBUTIONS

401(k) Account
Participants may contribute up to 100 percent of their compensation, as defined in the Plan. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. The employer contributes 25 percent of the first six percent of compensation that an eligible participant contributes to the Plan. The employer also contributes to the Plan, on behalf of eligible new hires, a discretionary profit sharing contribution, the amount of which is determined by the Qualified Plans Committee, the Plan's governing body. Eligible participants must be employed on the last day of the calendar year to receive the contribution. Contributions are subject to certain IRS limitations.

Partners Profit Sharing Account
Each year, the Firm contributes to the Plan, on behalf of each eligible partner, a non-discretionary profit sharing contribution. Contributions are allocated to each partner employed with the Firm as of the final day of the plan year, with limited exceptions.

The allocation of the employer contribution to each partner is based upon the partner's earnings for the plan year (as defined by the Plan) and age on the last day of the calendar year, according to the following schedule:

Age (at end of calendar year)	Contribution as a Percentage of Earnings
Under 30	5%
30-34	7%
35-39	9.50%
40-44	12.50%
45 and older	*13.20% for 2012

*Note: This percentage will be adjusted each year based on annual IRS limits and the maximum contribution percentage.

Partners are not permitted to make contributions to the Profit Sharing Plan. Contributions are subject to certain IRS limitations.

D. PARTICIPANT ACCOUNTS

Each participant account is credited with the participant's elective contributions, employer contributions, and allocations of plan earnings and administrative expenses. Allocations are based on the participant earnings or account balances, as defined. Forfeited balances of terminated participants' non-vested accounts are used to reduce future employer contributions. The benefit to which a participant is entitled is the participant's vested account balance.

NOTE 1 – PLAN DESCRIPTION – (CONTINUED) –

E. VESTING

401(k) Account
Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the matched contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. Upon completing one year of service, a participant becomes 20 percent vested and continues to vest an additional 20 percent per year of completed service until becoming fully vested upon completion of five years of service. Participants become fully vested in their accounts if they separate from service due to death or disability or upon reaching 55 years of age.

Participants vest in the one-time discretionary new hire contribution plus actual earnings thereon based on years of continuous service. Prior to completing three years of service with the Firm, a participant has no vested interest in their account. After completing three years of service with the Firm, a participant becomes fully vested in their account. Participants become fully vested in their accounts prior to completing three years of service with the Firm if they separate from service due to death or disability or upon reaching 55 years of age.

Partners Profit Sharing Account
Participants vest in the employer contribution plus actual earnings thereon based on years of continuous service. Prior to completing three years of service with the Firm, a participant has no vested interest in their account. After completing three years of service with the Firm, a participant becomes fully vested in their account. Participants become fully vested in their accounts prior to completing three years of service with the Firm if they separate from service due to death or disability.

F. PARTICIPANT LOANS

401(k) Account
Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000, reduced by the highest principal amount of any other loan outstanding within the past 12-months, or 50 percent of their vested account balance less the total amount of all loans outstanding during the year. Loan terms range from one to five years; or, for loans made prior to January 1, 2002, up to fifteen years for the purchase of a primary residence. Participant loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the Plan Administrator. Principal and interest are paid ratably through payroll deductions and are recorded when received.

Partners Profit Sharing Account
The Partners Profit Sharing Plan does not include provisions for participant loans.

G. PAYMENT OF BENEFITS

401(k) Account
At retirement (normally age 65) or upon termination of service, a participant may receive a lump-sum amount equal to the value of his or her vested account. Participants should refer to the Summary Plan Description for more complete information regarding payment of benefits.

Partners Profit Sharing Account
Upon termination, provided the participant is age 55 or older, the participant may elect to receive the value of his or her vested account in the form of a lump-sum payment. Payment of benefits prior to age 55 is not permitted unless the participant's termination occurs as a result of death or disability. If the balance in the participant's account is greater than $1,000, he or she may elect to defer payment until age 65.

NOTE 1 – PLAN DESCRIPTION – (CONTINUED) –

H. PLAN EXPENSES

Expenses relating to the administration of the Plan are to be paid out of plan assets utilizing a flexible spending account.

I. PLAN TERMINATION

Although it has not expressed any intent to do so, the Firm has the right under the Plan to discontinue its contribution at any time and to terminate the Plan subject to the provisions of ERISA. In the event of termination or partial termination, each participant would become immediately 100 percent vested in their account balance.

NOTE 2 – ACCOUNTING POLICIES

A. FINANCIAL REPORTING FRAMEWORK

The accompanying financial statements are prepared according to accounting principles generally accepted in the United States of America ("GAAP"), as promulgated by the Financial Accounting Standards Board ("FASB") in the Accounting Standards Codification ("ASC").

B. BASIS OF ACCOUNTING

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

As described in FASB ASC 946-210, investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. As required by ASC 946-210, the Statement of Net Assets Available for Benefits presents the fair value of the Plan's interest in a collective trust as well as the adjustment of the fully benefit-responsive collective trust interest from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

C. ESTIMATES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

D. RISKS AND UNCERTAINTIES

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

NOTE 2 – ACCOUNTING POLICIES – (CONTINUED) –

E. NOTES RECEIVABLE FROM PARTICIPANTS

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

F. SUBSEQUENT EVENTS

Management of the Plan has evaluated subsequent events from December 31, 2012 through October 14, 2013, the date these financial statements were available to be issued. There were no subsequent events that require recognition or additional disclosure in these financial statements.

G. INVESTMENT VALUATION AND INCOME RECOGNITION

The Plan's investments are recorded at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 8 for a discussion of fair value measurements.

Investment income is recorded when earned, on the accrual basis, and allocated to each participant's account daily based on the number of shares held in each participant account. Purchases and sales of securities are recorded on a trade-date basis. Net appreciation (depreciation) includes the plan's gains and losses on investments bought and sold as well as held during the year. Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis.

NOTE 3 – FORFEITED ACCOUNTS

At December 31, 2012 and 2011, forfeited non-vested accounts totaled approximately $800,000 and $593,000, respectively. In accordance with plan provisions, these funds will be used to reduce future employer contributions. For the year ended December 31, 2012, forfeitures used amounted to approximately $870,000.

NOTE 4 – INFORMATION PREPARED AND CERTIFIED BY TRUSTEE

The Plan's investments are held in a trust fund administered by Charles Schwab Trust Company ("CSTC"), the trustee of the Plan. The following information included in the accompanying financial statements and supplemental schedules was obtained from data that has been prepared and certified to as complete and accurate by the trustee. Investments that represent five percent or more of the Plan's net assets available for benefits at December 31 are separately identified:

	2012	2011
Fidelity Growth Company Fund	$ 100,003,152	$ 89,450,646
Vanguard Institution Index	67,356,482	57,789,897
Schwab Value Advantage Fund	61,354,719	* -
PIMCO Total Return - Admin Class	60,980,707	49,186,911
EuroPacific Growth R4	51,700,461	42,104,122
Ridgeworth Sm Cap Value Equity I	36,947,112	30,288,689
Aston/Fairpointe Mid Cap I	29,591,411	24,972,919
Other Mutual Funds	107,399,259	75,458,529
Total Investments at Fair Value	515,333,303	369,251,713
Charles Schwab Stable Value Fund at contract value	-	64,933,728
Notes Receivable from Participants**	5,617,703	5,795,539
Total Investments and Notes Receivable	$ 520,951,006	$ 439,980,980

* Less than 5% in current or prior year

** Excludes accrued interest of $16,538 and $26,968 as of December 31, 2012 and 2011, respectively

NOTE 5 – TAX STATUS

The Plan obtained its latest determination letter on March 29, 2012, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan Administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

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 if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. 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 2009.

NOTE 6 – PARTY–IN–INTEREST

Certain Plan investments are shares in mutual funds managed by the trustee and, therefore, these transactions qualify as party-in-interest transactions. The Plan also has notes receivable from participants that qualify as party-in-interest transactions.

NOTE 7 – COLLECTIVE TRUST

The Plan has adopted FASB ASC 946-210, formerly known as FSP AAG INV-1, *Reporting of Fully Benefit Responsive Investment Contracts Held by Certain Investment Companies*, which was effective for Plan years ending after December 31, 2006.

During 2012 and 2011, the Plan was investing in the Charles Schwab Stable Value Fund ("SVF"), in which it owned units of beneficial interest in the portfolio. In April 2012, Charles Schwab redeemed all outstanding units of the SVF, paid a liquidating distribution of proceeds, and terminated the fund. This was done as a result of long-term strategic business planning and certain challenges in the current market environment, including low interest rates and limited wrap coverage. Plan assets held in units of the SVF were transferred by the Plan to a bond fund and money market fund upon liquidation.

While the portfolios own investment contracts, the Plan did not directly own any of the contracts held in the portfolios. This type of arrangement qualifies as a fully benefit-responsive Collective Trust Arrangement ("CT"). The Plan was exempt from Form 5500 look-through requirements. The CT was credited with earnings on the underlying investments and charged for participant withdrawals. At December 31, 2011, the CT was included in the Statements of Net Assets Available for Benefits at fair value. The adjustment from fair value to contract value was reported on the Statements of Net Assets Available for Benefits. Contract value represented the contributions made under the contract, plus earnings, less participant withdrawals. Participants were able to ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

Participants in the CT earned interest based on the crediting interest rates that typically were reset monthly. The crediting interest rates represented the discount rate required to equate each portfolio's future market value with the portfolio's current contract value. The wrap contracts underlying the assets in the portfolio provided a guarantee that the crediting interest rate would not fall below 0%.

Crediting interest rates were affected by many factors, including the level of market interest rates; the amount and timing of participant contributions, transfers, and withdrawals into and out of the contract; investment returns generated by the bonds that back the wrap contracts; and the duration of the underlying investments backing the contracts. The impact of these factors on the crediting interest rate depended on whether the market value of underlying assets were higher or lower than the contract value of those assets. If the market value of underlying assets was higher than the contract value, the crediting interest rate normally would be higher than the yield of the underlying assets. If the market value of underlying assets was lower, the crediting interest rate would ordinarily be lower than the yield of the underlying assets.

NOTE 7 – COLLECTIVE TRUST – (CONTINUED) –

Certain employer-initiated events would limit the Plan's ability to transact at contract value with CSTC. Examples of such events include, but were not limited to, layoffs, early retirement windows, mergers, and bankruptcy. Participant-directed withdrawals in accordance with the plan were payable at contract value even if the withdrawal was precipitated by an employer-initiated event, so long as the employee experiences a bona fide job loss. In the event of a spin-off or sale of a division where the employee does not experience a bona fide job loss, the issuer was able to make a clone contract available to the successor employer's plan. In the event that the Plan was terminated, there was a material adverse change to the provisions of the Plan, or the employer would elect to withdraw from a contract to switch to a different investment provider, the amount withdrawn from the contract would be payable at fair value rather than at contract value. As of December 31, 2011, the plan administrator was not aware of any circumstances that would limit the ability of the SVF to transact at contract value. As of December 31, 2012, the SVF was terminated.

The contracts for the SVF limited the circumstances under which the issuer had the ability to unilaterally terminate the contract. The issuer had the ability to terminate the contract upon short notice upon the plan's loss of its qualified status, uncured material breaches of responsibilities, or material and adverse changes to the provisions of the plan. If one of these events were to occur, the issuer could terminate the wrap contract at the market value of the underlying bonds. As of December 31, 2011, the plan administrator did not believe the occurrence of such an event was probable; however, as of December 31, 2012, the SVF was terminated.

NOTE 8 – FAIR VALUE MEASUREMENTS

FASB ASC 820, *Fair Value Measurements*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs applied in 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 measurement) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1: Observable inputs such as quoted prices in active markets;

Level 2: Inputs, other than quoted market prices in active markets, that are observable, either directly or indirectly; and

Level 3: Unobservable inputs in which there is little or no market data and which require the reporting entity to develop its own assumptions.

NOTE 8 – FAIR VALUE MEASUREMENTS – (CONTINUED) –

Assets and liabilities measured at fair value are based on one or more of the following three valuation techniques noted in ASC 820:

A. Market Approach: Process and other relevant information by market transactions involving identical or comparable assets and liabilities.

B. Cost Approach: Amount that would be required to replace the service capacity on an asset (replacement cost).

C. Income Approach - Techniques to convert future amounts to a single present amount based on market expectation (including present value techniques, option-pricing and excess earnings models).

Investment Valuation —The Plan's investments are recorded at fair value, based upon the last traded or current bid prices in active markets. Where there is no readily available last traded or current bid prices, fair value estimation procedures used in determining asset values might cause differences from the values that would exist in a ready market due to the potential subjectivity in the estimates. Equities and mutual funds are valued based on quoted market prices on national exchanges. There have been no changes in the methodologies used at December 31, 2012 and December 31, 2011.

- *Collective Trust Fund* — The Collective Trust Fund is valued on a unit value basis by the fund manager or general partner, and is reviewed by the Plan's fiduciaries for reasonableness. The unit value is used as a practical expedient for fair value.
- *Mutual Funds* — Mutual Funds are investment vehicles stated at fair value based on quoted market prices reported by the Trustee.

The following table classifies the investments measured at fair value on a recurring basis by level within the fair value hierarchy as of December 31, 2012:

	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Blended	$ 175,139,947	$ -	$ -	$ 175,139,947
Growth	168,609,571	-	-	168,609,571
Value	15,374,555	-	-	15,374,555
Bond	94,854,511	-	-	94,854,511
Money Market	61,354,719	-	-	61,354,719
Total Assets at Fair Value	$ 515,333,303	$ -	$ -	$ 515,333,303

NOTE 8 – FAIR VALUE MEASUREMENTS – (CONTINUED) –

The following table classifies investments measured at fair value on a recurring basis by level within the fair value hierarchy as of December 31, 2011:

	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Blended	$ 153,285,382	$ -	$ -	$ 153,285,382
Growth	131,554,769	-	-	131,554,769
Value	12,912,720	-	-	12,912,720
Bond	71,498,842	-	-	71,498,842
Stable Value Fund	52,369,745	13,012,026	-	65,381,771
Total Assets at Fair Value	$ 421,621,458	$ 13,012,026	$ -	$ 434,633,484

NOTE 9 – RECONCILIATION TO FORM 5500

The following is a reconciliation of net assets available for benefits per the accompanying financial statements to the Plan's Schedule H of Form 5500:

	2012	2011
Net assets available for benefits per the accompanying financial statements	$ 537,711,751	$ 456,941,382
Adjustment to fair value from contract value for fully benefit-responsive investment contract	-	448,043
Net assets per the Plan's Schedule H-Form 5500	$ 537,711,751	$ 457,389,425

The financial statements do not include the contract value adjustment as part of the net appreciation of the stable value fund while the Form 5500 does include the contract value adjustment in the net appreciation of the stable value fund. The Plan was invested in the stable value fund in the year ended December 31, 2011 prior to termination of such fund in April 2012 (see Note 7). The following is a reconciliation of Investment Income – Collective Trusts per the accompanying financial statements for the year ended December 31, 2012 to the Plan's Schedule H of Form 5500:

Net appreciation in Stable Value Fund per financial statements	$ 419,522
Reversal of prior year adjustment to fair value from contract value	(448,043)
Net appreciation in Stable Value Fund per Schedule H - Form 5500	$ (28,521)

SUPPLEMENTAL INFORMATION

Grant Thornton LLP
401(k) Savings Plan

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

Employer Identification Number: 36-6055558
Plan Number: 001

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
*	Participant Notes Receivable	Loans (3.25% - 9.00%)	-0-	5,634,241
*	Schwab Value Advantage Fund	Money Market Fund	**	61,354,719
	Aston/Fairpointe Mid Cap I	Registered Investment Company	**	29,591,411
	EuroPacific Growth R4	Registered Investment Company	**	51,700,461
	Fidelity Growth Company Fund	Registered Investment Company	**	100,003,152
	JP Morgan High Yield Fund Sel	Registered Investment Company	**	13,498,632
	Lazard Emerging Markets Instl	Registered Investment Company	**	25,445,128
	Loomis Sayles Global Bond CL 1	Registered Investment Company	**	16,827,223
	Mainstay Marketfield I	Registered Investment Company	**	16,905,958
	PIMCO Low Duration - Admin Class	Registered Investment Company	**	3,547,950
	PIMCO Total Return - Admin Class	Registered Investment Company	**	60,980,707
	Ridgeworth Sm Cap Value Equity	Registered Investment Company	**	36,947,112
	Sound Shore Fund	Registered Investment Company	**	15,374,555
	Vanguard Institution Index	Registered Investment Company	**	67,356,482
	Vanguard REIT Index Signal	Registered Investment Company	**	15,799,813
	Total assets held for investment purposes		$ -	$ 520,967,544

* Represents party-in-interest with respect to the Plan.
** Cost information is not provided as all investments are participant directed.

See independent accountants' audit report

GRANT THORNTON LLP 401K SAVINGS PLAN
Schedule C, Part 1, Line 3 - Service Provider Indirect Compensation Information
December 31, 2012

EIN: 36-6055558

Plan Number: 001

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

Fund Family/Provider	EIN	Formula
Allianz Funds	33-0457728	Rate of 0.19% of average daily balance of asset(s)
American Funds	95-1411037	Rate of 0.27% of average daily balance of asset(s)
Aston	20-4747475	Rate of 0.05% of average daily balance of asset(s)
JPMorgan	13-2624428	Rate of 0.19% of average daily balance of asset(s)
Lazard	20-4571006	Rate of 0.08% of average daily balance of asset(s)
MainStay	52-2206685	Rate of 0.31% of average daily balance of asset(s)
Natixis Funds	04-3200027	Rate of 0.15% of average daily balance of asset(s)
RidgeWorth	58-1604573	Rate of 0.31% of average daily balance of asset(s)
Schwab Funds	94-3106735	Rate of 0.19% of average daily balance of asset(s)
Sound Shore	06-1332926	Rate of 0.31% of average daily balance of asset(s)

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

Fund Family/Provider	EIN	Formula
Fidelity Investments	06-1194217	Rate of 0.19% of average daily balance of asset(s)

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

NAME OF PLAN SPONSOR: Grant Thornton LLP
NAME OF PLAN: Grant Thornton LLP 401(k) Savings Plan
EIN: 36-6055558
PLAN NUMBER: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	PARTICIPANT LOANS	Loans (3.25% - 9.00%)		5,634,241
*	SCHWAB VALUE ADVANTAGE FUND	Money Market / Cash Equivalent		61,354,719
	ASTON/FAIRPOINTE MID CAP I	Registered Investment Company		29,591,411
	EUROPACIFIC GROWTH R4	Registered Investment Company		51,700,461
	FIDELITY GROWTH COMPANY FUND	Registered Investment Company		100,003,152
	JP MORGAN HIGH YIELD FUND SEL	Registered Investment Company		13,498,632
	LAZARD EMERGING MARKETS INSTL	Registered Investment Company		25,445,128
	LOOMIS SAYLES GLOBAL BOND CL I	Registered Investment Company		16,827,223
	MAINSTAY MARKETFIELD I	Registered Investment Company		16,905,958
	PIMCO LOW DURATION - ADM CLASS	Registered Investment Company		3,547,950
	PIMCO TOTAL RETURN-ADMIN CLASS	Registered Investment Company		60,980,707
	RIDGEWORTH SMCAP VAL EQUITY I	Registered Investment Company		36,947,112
	SOUND SHORE FUND	Registered Investment Company		15,374,555
	VANGUARD INSTITUTIONAL INDEX	Registered Investment Company		67,356,482
	VANGUARD REIT INDEX SIGNAL	Registered Investment Company		15,799,813