

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 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information												
1a Name of plan <u>JONES DAY RETIREMENT PLAN</u> 2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>JONES DAY</u> <u>NORTH POINT, 901 LAKESIDE AVENUE</u> <u>CLEVELAND, OH 44114-1190</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1964</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>34-0319085</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>216-586-3939</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>541110</u></td> </tr> <tr> <td colspan="2" style="background-color: #cccccc; height: 40px;"></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/1964</u>		2b Employer Identification Number (EIN) <u>34-0319085</u>		2c Sponsor's telephone number <u>216-586-3939</u>		2d Business code (see instructions) <u>541110</u>			
1b Three-digit plan number (PN) ▶	<u>001</u>												
1c Effective date of plan <u>01/01/1964</u>													
2b Employer Identification Number (EIN) <u>34-0319085</u>													
2c Sponsor's telephone number <u>216-586-3939</u>													
2d Business code (see instructions) <u>541110</u>													

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/09/2014	PAUL A. GRATER
	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		3b Administrator's EIN	
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		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	1369
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	917
b Retired or separated participants receiving benefits		6b	158
c Other retired or separated participants entitled to future benefits.....		6c	273
d Subtotal. Add lines 6a , 6b , and 6c		6d	1348
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	29
f Total. Add lines 6d and 6e		6f	1377
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	1362
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	4
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 2R 2T 3B 3F 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) ☐ A (Insurance Information) (4) ☐ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

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):

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103-12 IE at end of year (see instructions)

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d Entity
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103-12 IE at end of year (see instructions)

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

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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

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code

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103-12 IE at end of year (see instructions)

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103-12 IE at end of year (see instructions)

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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
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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 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>JONES DAY RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>JONES DAY</u>	D Employer Identification Number (EIN) <u>34-0319085</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	317906	296423
	(2) Participant contributions	1b(2)		67577
	(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)	1699505	1695413
	(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)	780974364	915897787
	(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)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	782991775	917957200

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	782991775	917957200
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	25597080	
(B) Participants	2a(1)(B)	13759539	
(C) Others (including rollovers)	2a(1)(C)	3516599	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		42873218

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)	84359	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		84359

(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)		0

(3) Rents	2b(3)		
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(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)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		127923292
(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		170880869

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	40297061	
(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)		40297061
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		0
j Total expenses. Add all expense amounts in column (b) and enter total	2j		40297061

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		130583808
l Transfers of assets:			
(1) To this plan	2l(1)		4693048
(2) From this plan	2l(2)		311431

Part III Accountant's Opinion

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

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

(1) ☒ Unqualified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☐ Yes ☒ No

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

(1) Name: ERNST & YOUNG LLP

(2) EIN: 34-6565596

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:

- 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.)
- 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.)

	Yes	No	Amount
4a		X	
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.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		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.			

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)
JONES DAY SUPPLEMENTAL SAVINGS PLAN	34-0319085	004

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust JONES DAY RETIREMENT TRUST	6b Trust's EIN 346556769
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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 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>JONES DAY RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>JONES DAY</u>	D Employer Identification Number (EIN) <u>34-0319085</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>56-1354495</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

AUDITED FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE

Jones Day Retirement Plan
December 31, 2013 and 2012 and
Year Ended December 31, 2013
With Report of Independent Auditors

Ernst & Young LLP



Building a better
working world

Jones Day Retirement Plan

Audited Financial Statements and Supplemental Schedule

December 31, 2013 and 2012 and
Year Ended December 31, 2013

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Report of Independent Auditors

Jones Day

We have audited the accompanying financial statements of the Jones Day Retirement Plan, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, 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 conformity with U.S. generally accepted accounting principles; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

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. 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 involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Jones Day Retirement Plan at December 31, 2013 and 2012, and the changes in its net assets available for benefits for the year ended December 31, 2013, in conformity with U.S. generally accepted accounting principles.

Supplemental Schedule

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2013, is presented for purposes 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. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information 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. In our opinion, the information is fairly stated, in all material respects, in relation to the financial statements as a whole.

Ernst & Young LLP

October 6, 2014

Jones Day Retirement Plan

Statements of Net Assets Available for Benefits

	December 31	
	2013	2012
Assets		
Investments:		
Plan interest in Master Trust at fair value	\$ 915,897,787	\$ 780,974,364
Notes receivable from participants	1,695,413	1,699,505
	917,593,200	782,673,869
Receivables:		
Employer contributions	296,423	317,906
Participant contributions	75,500	17,000
	371,923	334,906
Total assets	917,965,123	783,008,775
Liabilities		
Excess contributions payable	7,923	17,000
Net assets available for benefits	<u>\$ 917,957,200</u>	<u>\$ 782,991,775</u>

See accompanying notes.

Jones Day Retirement Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2013

Additions

Investment income:

Plan interest in Master Trust appreciation \$ 127,923,292

Interest income on notes receivable from participants 84,359

Contributions:

Employer 25,597,080

Participants 13,759,539

Rollovers 3,516,599

42,873,218

Transfer from Supplemental Savings Plan 4,693,048

Total additions 175,573,917

Deductions

Benefit payments and withdrawals 40,297,061

Transfer to Supplemental Savings Plan 311,431

Total deductions 40,608,492

Net increase 134,965,425

Net assets available for benefits:

Beginning of the year 782,991,775

End of the year \$ 917,957,200

See accompanying notes.

Jones Day Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012 and
Year Ended December 31, 2013

1. Description of the Plan

The following description of the Jones Day Retirement Plan (the Plan) provides general information about the Plan's provisions. Jones Day (the Firm) is the Plan Sponsor and Plan Administrator. Participants should refer to the Summary Plan Description for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan whereby contributions are based upon annual compensation. Participants consist of partners and certain lawyers and administrative staff of the Firm who have met eligibility requirements as defined in the Plan.

The Firm is responsible for the general administration of the Plan. Wells Fargo Bank, N.A. is the trustee and recordkeeper of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Contributions

The Firm made an annual contribution for each participant of an amount equal to the lesser of (a) \$33,500 for 2013 and \$33,000 for 2012 or (b) an amount determined by credited pay, not in excess of the Internal Revenue Service (IRS) maximum of \$255,000 for 2013 and \$250,000 for 2012 and the applicable plan contribution percentage based on age and status with the Firm as described in the Plan.

Participants may make elective 401(k) contributions (before-tax and/or Roth) of a specified percentage (in 0.1% increments with a 0.5% minimum) or an amount of their compensation during the year up to the IRS maximum for such 401(k) contributions, \$17,500 for 2013 and \$17,000 for 2012. Participants who have attained age 50 may also make catch-up 401(k) contributions up to the IRS maximum for such contributions, \$5,500 for 2013 and 2012.

Participants direct the deposit of all contributions made for or on their behalf among any available investment funds offered by the Plan.

Jones Day Retirement Plan
Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Participant Accounts

Each participant's account is credited with the participant's contributions and the Firm's contributions and allocations of plan earnings net of administrative expenses. Plan earnings are allocated based on the participant's share of net earnings or losses of their respective elected investment options. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

All contributions to a participant's account for plan years beginning prior to January 1, 1994, and all elective 401(k) contributions and rollovers are fully vested and nonforfeitable. Contributions made by the Firm for plan years beginning on or after January 1, 1994, will be 0% vested until the participant has three years of service at which time employer contributions become 100% vested and nonforfeitable. A participant who has less than three years of service shall nonetheless have a 100% vested and nonforfeitable interest in their entire account if they die while they are an employee or a partner.

Forfeitures

Participants forfeit their nonvested balances on the earlier of the valuation date used for the payment of their vested interest or the valuation date following the date on which the participant incurs five consecutive one-year breaks in service. If a participant is rehired within a five-year period, the forfeited contributions are reinstated. Forfeited balances are used to reduce future contributions the Firm makes for employees or to pay permissible expenses of administering the Plan. Forfeitures used to reduce the Firm's contributions for employees in 2013 were approximately \$9,930.

Jones Day Retirement Plan
Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Participant Loans

Participants may borrow an amount not exceeding the lesser of (a) \$50,000 reduced by the excess (if any) of (1) the highest outstanding balance of loans from the Plan during the one-year period ending on the day before the date on which such loan was made, over (2) the outstanding balance of any other loan from the Plan, or (b) 50% of the value of the portion of the participant's interest that is not attributable to Roth 401(k) and employer contributions. Participants may not borrow an amount less than \$1,000, more than two times each plan year, and may not have outstanding at any one time more than six loans. The loans bear interest at a rate commensurate with prevailing rates charged by persons in the business of lending money for loans that would be made under similar circumstances as determined by the Plan Administrator. If the participant fails to make a required payment as defined in the Plan, the loan shall be in default and become immediately due and payable. If the loan is not repaid, it will automatically be treated as a distribution to the participant.

Payment of Benefits

Payment of benefits upon retirement, death, or other termination of employment may be made at the participant's option in periodic payments or a single sum, or by direct rollover of taxable payments to individual retirement accounts, individual retirement annuities, or to another plan that accepts rollovers except for funds attributable to nonelective contributions made after 1991 which may only be withdrawn over a period including at least three years. Special rules apply to participants who terminate their employment and enter government service (see the Summary Plan Description). A participant who terminates employment with the Firm and whose plan account does not exceed \$1,000 will automatically receive a lump-sum payout of their entire account balance. In-service withdrawals are available in certain limited circumstances as defined by the Plan.

Jones Day Retirement Plan
Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Administrative Expenses

The Plan's administrative expenses are paid by either the Plan or the Firm. Administrative expenses paid by the Plan include recordkeeping and trustee fees and investment consultant fees for the custom target date funds. Expenses relating to purchases, sales or transfers of the Plan's investments are charged to the particular investment fund to which the expenses relate. Administrative expenses paid by the Firm include accounting and additional investment consulting fees.

Plan Termination

Although it has not expressed any intent to do so, the Firm has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event the Plan terminates, if a participant is not fully vested in their account, they will become 100% vested in their account at the time of the termination.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting.

Payment of Benefits

Benefits are recorded when paid.

Notes Receivable From Participants

Notes receivable from participants represent participant "loans" that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses have been recorded as of December 31, 2013 or 2012. If a participant ceases to make timely repayments and the Plan Administrator deems the participant "loan" to be a distribution, the note receivable from the participant balance is reduced and a benefit payment is recorded.

Jones Day Retirement Plan
Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Excess Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the Internal Revenue Service (IRS) are recorded as a liability with a corresponding reduction to contributions. The Plan distributed the excess contributions to the applicable participants prior to March 15, 2014.

Use of Estimates

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

Investment Valuation and Income Recognition

Investments held by the Plan are stated at fair value. Fair value is defined as 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 (an exit price). See Note 4 for further discussion and disclosures related to fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

3. Investment in Master Trust

The Plan's assets are held in the Jones Day Master Trust (Master Trust) commingled with assets of other plans of the Firm.

Each participating plan's interest in the investment funds (i.e., separate accounts) of the Master Trust is based on account balances of the participants and their elected investment funds. The Master Trust assets are allocated among the participating plans by assigning to each plan those transactions (primarily contributions, benefit payments, and plan-specific expenses) that can be specifically identified and by allocating among all plans, in proportion to the fair value of the assets assigned to each plan, income and expenses resulting from the collective investment of the assets of the Master Trust. At December 31, 2013 and 2012, the Plan's interests in the net assets of the Master Trust were approximately 56.7% and 57.1%, respectively.

Jones Day Retirement Plan

Notes to Financial Statements (continued)

3. Investment in Master Trust (continued)

The following table presents the fair value of investments in the Master Trust.

	December 31	
	2013	2012
Assets:		
Investments:		
Cash and cash equivalents:		
Self-directed accounts	\$ 1,709,797	\$ 2,188,573
All others	23,029,321	23,937,267
Common and convertible preferred stock:		
Self-directed accounts	30,744,964	24,334,900
All others	72,516,451	54,996,723
Common/collective trusts:		
Self-directed accounts	6,973,459	7,820,100
All others	390,237,779	318,332,041
Corporate obligations:		
Self-directed accounts	5,487,014	6,551,881
All others	46,468,425	66,116,132
Hedge funds	59,787,785	46,128,143
Mutual funds:		
Self-directed accounts	42,179,803	31,242,449
All others	760,118,990	640,852,662
Partnerships	27,311,687	8,053,554
Real estate fund	49,604,710	40,890,119
U.S. government obligations:		
Self-directed accounts	1,766,511	2,026,599
All others	59,410,024	64,272,860
Other	37,591,527	28,106,595
Total investments	<u>1,614,938,247</u>	<u>1,365,850,598</u>
Accrued income, net	1,029,745	1,173,150
Net assets available to participating plans	<u>\$ 1,615,967,992</u>	<u>\$ 1,367,023,748</u>

Jones Day Retirement Plan

Notes to Financial Statements (continued)

3. Investment in Master Trust (continued)

Changes in net assets of the Master Trust are as follows.

	Year Ended December 31, 2013
Net transfers (contributions, benefit payments, and loan activity for the participating plans)	\$ 31,130,848
Net appreciation (depreciation) in fair value of investments:	
Cash and cash equivalents	(21,913)
Common and convertible preferred stock	23,139,105
Common/collective trusts	69,811,980
Corporate obligations	(5,239,711)
Hedge funds	7,284,142
Mutual funds	102,165,078
Partnerships	1,086,732
Real estate fund	5,881,345
U.S. government obligations	(6,593,829)
Other	1,114,272
	<u>198,627,201</u>
Interest	4,770,016
Dividends	<u>17,037,676</u>
Total investment income	<u>220,434,893</u>
Administrative expenses	<u>(2,621,497)</u>
Net increase	248,944,244
Net assets:	
Beginning of the year	<u>1,367,023,748</u>
End of the year	<u><u>\$ 1,615,967,992</u></u>

Jones Day Retirement Plan
Notes to Financial Statements (continued)

4. Fair Value Measurements

Fair value is defined as 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 (i.e., an exit price). The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

- Level 1 – Unadjusted quoted prices in active markets that are accessible to the reporting entity at the measurement date for identical assets and liabilities.
- Level 2 – Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 2 inputs include the following:
 - Quoted prices for similar assets and liabilities in active markets;
 - Quoted prices for identical or similar assets or liabilities in markets that are not active;
 - Observable inputs other than quoted prices that are used in the valuation of the asset or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals); and
 - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 – Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management's own assumption about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level input that is significant to the fair value measure in its entirety.

Jones Day Retirement Plan
Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

The Plan Sponsor is responsible for determining the Master Trust's valuation policies and analyzing information provided by the investment custodians and issuers that is used to determine the fair value of the Plan's investments. For instruments categorized within Level 3 of the fair value hierarchy the Plan Sponsor utilizes audited financial statements for each of the underlying investments to determine the fair value as of December 31, 2013 and 2012. There are no significant unfunded commitments or redemptions restrictions which would have a negative impact on the operation of the Plan.

Following is a description of the valuation techniques and inputs used for each major class of assets measured at fair value by the Plan.

Common and preferred stocks, corporate bonds, and U.S. government securities: Valued at the closing price reported on the active market on which the individual securities are traded. Stocks held within the self-directed account are individually managed by the plan participant and not maintained for the benefit of other plan participants. Certain corporate and U.S. government obligations may not have readily available market prices and are, therefore, valued by the fund manager by using quoted prices for similar assets and liabilities in active markets.

Mutual funds: Certain mutual funds are traded in an active market and certain mutual funds are traded in an inactive market. For those traded in an active market, the mutual funds are valued at the net asset value (NAV) of shares held based on the daily closing price reported on the active market.

Cash and cash equivalents: Reported at amortized cost which approximates fair value.

Real estate fund: Valued at the NAV of shares held by the Plan at year-end determined by the fund manager.

Hedge funds: Valued at the closing price determined by the fund manager and reported in their respective audited financial statements.

Partnerships: Valued at the amount that would be exchanged to sell an asset or transfer a liability in an ordinary transfer between market participants at the measurement date as determined by the partnership and reported in their respective audited financial statements.

Jones Day Retirement Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

Other: Valued at the NAV of shares held by the Plan at year-end determined by the investment manager and reported in their respective audited financial statements.

Common/collective trusts: Valued at the NAV of shares held by the Plan at year-end determined by the fund manager. A further investment description by fund follows.

S&P 500 Index Fund	The investment objective is to approximate the S&P 500 Index over the long term. Assets of the fund are invested primarily in U.S. common stocks.
Bank of New York Mellon EB High Quality Long Corporate Bond Fund	The investment objective is to approximate the Barclays Capital Credit Corporate 20+ Year ex-Baa Index. Assets of the fund are invested primarily in securities, derivatives, and other collective funds.
Wellington Opportunistic Fund	The investment objective is an unconstrained, non-benchmark oriented investment approach.
Wellington Unconstrained Themes	The investment objective is to outperform core equities by providing opportunistic exposure to a variety of non-core areas and unconstrained investment approaches (non-benchmark oriented strategies).
Wells Fargo Short Term Investment Fund	The investment objective is to provide a competitive rate of return and a high level of stability of principal and liquidity. Assets of the fund are invested in money market instruments with an overall dollar-weighted average maturity of 90 days or less.
Wells Fargo Stable Return	The investment objective is to provide a moderate level of stable income without principal volatility. Assets of the fund are invested primarily in fixed income investment contracts and security-backed contracts.

Jones Day Retirement Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

The following tables set forth by level, within the fair value hierarchy, the Master Trust's assets carried at fair value.

Assets at Fair Value as of December 31, 2013				
	Level 1	Level 2	Level 3	Total
Investments:				
Cash and cash equivalents:				
Self-directed accounts	\$ 1,709,797	\$ —	\$ —	\$ 1,709,797
All others	23,029,321	—	—	23,029,321
Common and convertible preferred stock:				
Domestic stocks	72,516,451	—	—	72,516,451
Self-directed accounts	30,744,964	—	—	30,744,964
Common/collective trusts:				
S&P 500 Index Fund	—	247,551,860	—	247,551,860
Wellington Tr Co NA CIF Opportunistic Inv Alloc	—	23,769,384	—	23,769,384
Wellington Tr Co NA Collective Invt Fd Unconstrained Themes	—	27,944,803	—	27,944,803
Wells Fargo Short Term Investment Fund:				
Self-directed accounts	—	6,973,459	—	6,973,459
All others	—	12,398,225	—	12,398,225
Wells Fargo Stable Return Fund	—	—	78,573,507	78,573,507
Corporate obligations:				
Self-directed accounts	5,487,014	—	—	5,487,014
All others	36,757,498	9,710,927	—	46,468,425
Hedge funds	—	—	59,787,785	59,787,785
Mutual funds:				
Emerging markets	71,013,393	—	—	71,013,393
Fixed income	99,679,435	—	—	99,679,435
Global asset allocation	100,836,865	—	—	100,836,865
International	176,894,326	—	—	176,894,326
Large cap	165,474,382	—	—	165,474,382
Mid cap	119,230,146	—	—	119,230,146
Small cap	21,627,885	—	—	21,627,885
Real estate	5,362,558	—	—	5,362,558
Self-directed accounts	42,179,803	—	—	42,179,803
Partnerships	—	—	27,311,687	27,311,687
Real estate fund	—	—	49,604,710	49,604,710
U.S. government obligations:				
Self-directed accounts	1,582,324	184,187	—	1,766,511
All others	40,555,936	18,854,088	—	59,410,024
Other	—	—	37,591,527	37,591,527
Total	\$ 1,014,682,098	\$ 347,386,933	\$ 252,869,216	\$ 1,614,938,247

Jones Day Retirement Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Investments:				
Cash and cash equivalents:				
Self-directed accounts	\$ 2,040,445	\$ 148,128	\$ —	\$ 2,188,573
All others	23,937,267	—	—	23,937,267
Common and convertible preferred stock:				
Domestic stocks	54,996,723	—	—	54,996,723
Self-directed accounts	24,334,900	—	—	24,334,900
Common/collective trusts:				
Bank of New York Mellon EB High				
Quality Long Corporate Bond Fund	—	6,063,838	—	6,063,838
S&P 500 Index Fund	—	189,375,684	—	189,375,684
Wellington Tr Co NA CIF Opportunistic				
Inv Alloc	—	18,075,152	—	18,075,152
Wellington Tr Co NA Collective Invt Fd				
Unconstrained Themes	—	22,989,248	—	22,989,248
Wells Fargo Short Term Investment Fund G:				
Self-directed accounts	—	7,820,100	—	7,820,100
All others	—	6,465,579	—	6,465,579
Wells Fargo Stable Return Fund	—	—	75,362,540	75,362,540
Corporate obligations:				
Self-directed accounts	6,551,881	—	—	6,551,881
All others	53,472,211	12,643,921	—	66,116,132
Hedge funds	—	—	46,128,143	46,128,143
Mutual funds:				
Emerging markets	55,542,911	—	—	55,542,911
Fixed income	129,590,126	—	—	129,590,126
Global asset allocation	69,532,794	—	—	69,532,794
International	155,512,226	—	—	155,512,226
Large cap	108,642,120	—	—	108,642,120
Mid cap	85,159,253	—	—	85,159,253
Small cap	31,213,115	—	—	31,213,115
Real estate	5,660,117	—	—	5,660,117
Self-directed accounts	31,242,449	—	—	31,242,449
Partnerships	—	—	8,053,554	8,053,554
Real estate fund	—	—	40,890,119	40,890,119
U.S. government obligations:				
Self-directed accounts	1,992,180	34,419	—	2,026,599
All others	43,171,914	21,100,946	—	64,272,860
Other	—	—	28,106,595	28,106,595
Total	\$ 882,592,632	\$ 284,717,015	\$ 198,540,951	\$ 1,365,850,598

Jones Day Retirement Plan
Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

Level 3 Gains and Losses

The table below sets forth a summary of changes in the fair value of the Master Trust's Level 3 assets for the year ended December 31, 2013:

	Common/ Collective Trusts	Hedge Funds	Real Estate Fund	Partnerships	Other	Total
Balance at December 31, 2012	\$ 75,362,540	\$ 46,128,143	\$ 40,890,119	\$ 8,053,554	\$ 28,106,595	\$ 198,540,951
Transfers into Level 3	—	—	—	—	—	—
Transfers out of Level 3	—	—	—	—	—	—
Realized gains, net	653,248	51,452	380,467	138,889	26,169	1,250,225
Unrealized gains relating to investments still held at reporting date, net	452,264	7,232,690	5,500,878	892,937	1,088,102	15,166,871
Purchases	14,521,865	7,000,000	5,578,246	20,033,502	8,695,000	55,828,613
Sales	(12,416,410)	(624,500)	(2,745,000)	(1,807,195)	(324,339)	(17,917,444)
Balance at December 31, 2013	<u>\$ 78,573,507</u>	<u>\$ 59,787,785</u>	<u>\$ 49,604,710</u>	<u>\$ 27,311,687</u>	<u>\$ 37,591,527</u>	<u>\$ 252,869,216</u>

5. Asset Transfers With Other Plan

The Plan transferred assets in the amount of \$311,431 to and received assets in the amount of \$4,693,048 from the Jones Day Supplemental Savings Plan during 2013.

6. Risks and Uncertainties

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

Jones Day Retirement Plan

Notes to Financial Statements (continued)

7. Tax Status

The Plan has received a determination letter from the IRS dated March 23, 2012, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related Master Trust is exempt from taxation. Subsequent to this determination by the IRS, the Plan was amended and restated. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Sponsor believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes the Plan, as amended and restated, is qualified and the related Master Trust is tax-exempt.

8. Subsequent Events

The Firm evaluated subsequent events for the Plan through October 6, 2014, the date the financial statements were issued.

Supplemental Schedule

Jones Day Retirement Plan

EIN #34-0319085 Plan #001

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

December 31, 2013

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Par, or Maturity Value	Current Value
*Notes receivable from participants	Interest rates ranging from 4.25% to 9.25%	<u>\$ 1,695,413</u>

*Indicates party-in-interest to the Plan.

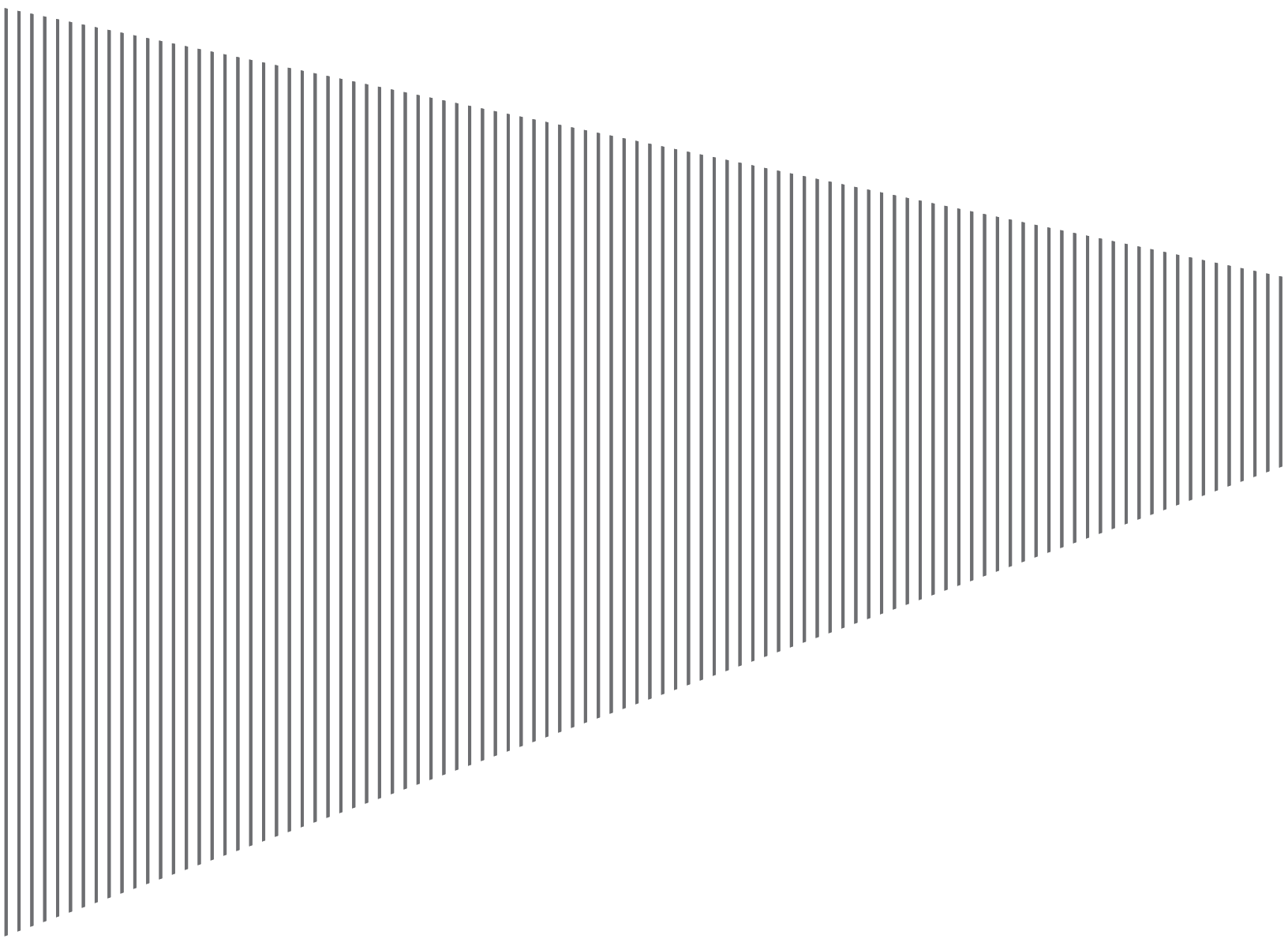
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