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

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
MAYER BROWN LLP USA SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 004

1c Effective date of plan 01/01/1985

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

MAYER BROWN LLP

71 SOUTH WACKER DRIVE
BENEFITS DEPARTMENT
CHICAGO, IL 60606-4637

2b Employer Identification Number (EIN)
36-1447220

2c Sponsor's telephone number
312-782-0600

2d Business code (see instructions)
541110

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2014	DIANE BULLINGTON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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 [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

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**	2727
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**	1754
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	840
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	2594
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	3
f	Total. Add lines **6d** and **6e**.	**6f**	2597
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	2592
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	16
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:
2E 2F 2G 2J 2K 2R 2S 2T 3B 3F

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)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	[X]	**R** (Retirement Plan Information)
(2)	[ ]	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	[ ]	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	[X]		**H** (Financial Information)
(2)	[ ]		**I** (Financial Information – Small Plan)
(3)	[ ]	0	**A** (Insurance Information)
(4)	[X]		**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.**	**2013** **This Form is Open to Public Inspection.**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
MAYER BROWN LLP USA SAVINGS PLAN

B Three-digit plan number (PN) ▶ 004

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

D Employer Identification Number (EIN)
36-1447220

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

BOKF, N.A. DBA BANK OF OKLAHOMA
ONE WILLIAMS CENTER TOWER
TULSA, OK 74172

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

CHARLES SCHWAB & CO. INC. AND AFFIL

94-1737782

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

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

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

UBS FINANCIAL SERVICES, INC.

1285 AVENUE OF THE AMERICAS
NEW YORK, NY 10019

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 71 54 63 65	NONE	180168	Yes [X] No [ ]	Yes [X] No [ ]	80981	Yes [ ] No [X]

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

BOKF, N.A. DBA BANK OF OKLAHOMA

ONE WILLIAMS CENTER TOWER
TULSA, OK 74172

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
19 37 60 64 21 52 62 25 59 63	TRUSTEE	11275	Yes [X] No [ ]	Yes [X] No [ ]	13643	Yes [ ] No [X]

(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?
33 50 71 59 62	NONE	1340	Yes [X] No [ ]	Yes [X] No [ ]	28	Yes [X] No [ ]

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
UBS FINANCIAL SERVICES, INC.	63	3544

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FRANKLIN STRATEGIC SERIES ONE FRANKLIN PARKWAY SAN MATEO, CA 94403-1906	12B-1 FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
UBS FINANCIAL SERVICES, INC.	63	1413

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HARTFORD MUTUAL FUNDS INC. P.O. BOX 2999 HARTFORD, CT 06115	12B-1 FEES

(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 INC AND AFFIL	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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
UBS FINANCIAL SERVICES	63	1903

(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.
JOHN HANCOCK PO BOX 55765 BOSTON, MA 02205-5765	12B-1 FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
UBS FINANCIAL SERVICES	63	2160

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NAXIS FUNDS P.O. BOX 219579 KANSAS CITY, MO 64121-9579	12B-1 FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
UBS FINANCIAL SERVICES	63	30607

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN FUNDS P.O. BOX 6007 INDIANAPOLIS, IN 46206-6007	12B-1 FEES

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
UBS FINANCIAL SERVICES, INC.	63	1208

(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.
EATON VANCE GROWTH TRUST TWO INTERNATIONAL PLACE BOSTON, MA 02110	12B-1 FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
UBS FINANCIAL SERVICES, INC.	63	1963

(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.
FIDELITY INVESTMENTS FIDELITY ADVISOR SERIES BOSTON, MA 02109	12B-1 FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
UBS FINANCIAL SERVICES, INC.	63	1067

(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.
DOUBLELINE 333 SOUTH GRAND AVENUE LOS ANGELES, CA 90071	12B-1 FEES

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
UBS FINANCIAL SERVICES	63	1665

(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.
ALLIANCEBERSTEIN 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	12B-1 FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
UBS FINANCIAL SERVICES	63	3107

(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.
BLACKROCK 100 BELLEVUE PARKWAY WILMINGTON, NJ 19809	12B-1 FEES

(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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
MAYER BROWN LLP USA SAVINGS PLAN

B Three-digit plan number (PN) ▶ 004

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

D Employer Identification Number (EIN)
36-1447220

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	19337	130
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	13278803	13539864
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	20466	3183
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	67445627	64051499
(2) U.S. Government securities	1c(2)	1481850	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	4930009	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	1171103	0
(B) Common	1c(4)(B)	28174277	254239
(5) Partnership/joint venture interests	1c(5)	0	42120
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	7410521	7241259
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	397732423	461043409
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	146774	104189116

			(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	521811190	650364819
	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	521811190	650364819

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)	13541197	
	(B) Participants	2a(1)(B)	17217570	
	(C) Others (including rollovers)	2a(1)(C)	55123702	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		85882469
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	10510	
	(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)	212683	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		223193
	(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)	13754354	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		13754354
	(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)		
(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)		77024208
c Other income	2c		11035758
d Total income. Add all **income** amounts in column (b) and enter total	2d		187919982
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	64197821	
(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)		64197821
f Corrective distributions (see instructions)	2f		20926
g Certain deemed distributions of participant loans (see instructions)	2g		209155
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)	127025	
(4) Other	2i(4)	12025	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		139050
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		64566952
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		123353030
l Transfers of assets:			
(1) To this plan	2l(1)		5200599
(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: CROWE HORWATH LLP (2) EIN: 35-0921680

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 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	X		

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

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

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

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	**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

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
MAYER BROWN LLP USA SAVINGS PLAN

B Three-digit plan number (PN) ▶ 004

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

D Employer Identification Number (EIN)
36-1447220

Part I Distributions

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

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

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

EIN(s): 73-6210970 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):

MAYER BROWN LLP U.S.A.
SAVINGS PLAN

Chicago, Illinois

FINANCIAL STATEMENTS

December 31, 2013 and 2012

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

FINANCIAL STATEMENTS
December 31, 2013 and 2012

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Crowe Horwath LLP
Independent Member Crowe Horwath International

INDEPENDENT AUDITOR'S REPORT

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

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Mayer Brown LLP U.S.A. Savings Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements 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 Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Charles Schwab Bank and Bank of Oklahoma, the custodians of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that Bank of Oklahoma held the Plan's investment assets and executed investment transactions as of December 31, 2013 and 2012 and for the years then ended, and that Charles Schwab Bank holds the Plan's investment assets and executes investment transactions as of December 31, 2013 and for the period November 1, 2013 to December 31, 2013. The plan administrator has obtained certifications from the custodians as of December 31, 2013 and 2012 and for the years then ended that the information provided to the plan administrator by the custodians is complete and accurate.

(Continued)

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 H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2013 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for purposes 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 custodians, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Crowe Horwath LLP

Oak Brook, Illinois
October 14, 2014

MAYER BROWN LLP U.S.A. SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2013 and 2012

	2013	2012
ASSETS		
Investments, at fair value		
Mutual funds	$ 509,032,758	$ 389,172,083
Money market mutual funds	74,877,127	66,274,480
Exchange traded funds	8,229,923	8,560,340
Certificates of deposit	-	1,171,147
U.S. government obligations	1,245,502	1,481,850
Corporate debt	5,244,505	4,930,009
Preferred stocks	-	1,171,103
Common stocks	30,910,423	28,174,277
Other	-	146,774
	629,540,238	501,082,063
Receivables		
Firm contributions	13,539,864	13,278,803
Notes receivable from participants	7,241,259	7,410,521
Accrued interest and other	3,184	20,466
	20,784,307	20,709,790
Other		
Cash, non-interest-bearing	40,274	19,337
Total Assets	650,364,819	521,811,190
NET ASSETS AVAILABLE FOR BENEFITS	$ 650,364,819	$ 521,811,190

See accompanying notes to financial statements.

MAYER BROWN LLP U.S.A. SAVINGS PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Years ended December 31, 2013 and 2012

	2013	2012
Additions to net assets attributed to:		
Net appreciation in fair value of investments	$ 86,226,358	$ 49,722,074
Interest and dividends	15,807,177	8,822,844
Contributions		
Firm contributions	13,541,197	13,278,803
Participant tax-deferred contributions	17,221,558	16,184,790
Rollovers from other plans	55,123,702	2,222,605
	85,886,457	31,686,198
Total additions	187,919,992	90,231,116
Deductions from net assets attributed to:		
Distributions paid directly to participants	64,427,912	44,983,755
Administrative fees	139,050	115,777
Total deductions	64,566,962	45,099,532
Net increase prior to transfers	123,353,030	45,131,584
Transfer in from qualified plan	5,200,599	-
Net assets available for benefits		
Beginning of year	521,811,190	476,679,606
End of year	$ 650,364,819	$ 521,811,190

See accompanying notes to financial statements.

NOTE 1 - DESCRIPTION OF THE PLAN

Mayer Brown LLP (the Firm) established the Mayer Brown LLP U.S.A. Savings Plan (the Plan), effective January 1, 1985, for the benefit of employees and partners of the Firm located in the United States of America. The Plan document was restated effective January 1, 2011. The following description of the Plan provides only general information. Participants should refer to the summary plan description for a more complete description of the Plan's provisions.

General: The Plan is a defined contribution plan. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Participation: All employees and partners of the Firm in the United States, as defined, are eligible to participate in the Plan as of the dates of their employment by or association with the Firm.

Participant Accounts: Separate accounts are maintained for each participant's tax-deferred contributions and Firm contributions, including earnings thereon. A separate supplementary account is also maintained for each participant's rollover contributions and assets transferred from other plans, including earnings thereon. Participants may direct their account balance into one or more investment options offered by the Plan or a self-directed brokerage link investment option. The self-directed brokerage link investment option allows the participant to direct contributions to be invested in any investment permitted under the Plan.

Contributions: The Plan provides for the following contributions:

Tax-deferred contributions: Participants may elect to make tax-deferred contributions under Section 401(k) of the Internal Revenue Code (the IRC) in an amount up to 60% of their compensation, limited by ceilings on the contribution amount established by the IRC. Effective January 1, 2008, employees are automatically enrolled to make elective pretax deferrals at 3% of their compensation, as defined. Employees have the option to increase, decrease or eliminate their automatic enrollment contribution prior to it becoming effective. Participants, who have attained the age of 50 before the close of the plan year, are eligible to make catch-up contributions, subject to limits established by the IRC. The deferral percentage for highly compensated employees or partners may be limited to comply with non-discrimination requirements of the IRC.

Regular Firm Contributions: Each non-lawyer employee, counsel and equity partner who is associated with the Firm on November 30 or December 31 of the year will be eligible to receive Regular Firm Contributions. Lawyers who are not equity partners or counsel are not eligible to receive Regular Firm Contributions. The amount of the Regular Firm Contribution will be determined each year by the Firm's Management Committee. The Regular Firm Contribution will be allocated to equity partners, counsel and non-lawyer employees based on a formula that is driven by compensation and applicable statutory limits.

Tax deferred contributions on behalf of participants who are not equity partners are made via payroll deductions and recorded in the period the deductions are made. Tax-deferred contributions on behalf of equity partners are made on a quarterly basis. Regular Firm Contributions are determined by the Management Committee and are recorded in the fiscal year to which they relate. Participants may also make Roth contributions and are allowed rollover contributions from other qualified defined contribution plans.

Vesting: Amounts attributable to tax-deferred contributions and rollover contributions are immediately vested. Amounts attributable to Regular Firm Contributions vest upon completion of three years of service, as defined, with the Firm.

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

(Continued)

NOTE 1 - DESCRIPTION OF THE PLAN (Continued)

Investment Options: Upon enrollment in the Plan, a participant may direct contributions into a variety of investments as more fully described in the Plan's literature. Participants may change their investment options daily.

Notes Receivable from Participants: Participants may borrow from their fund accounts a maximum equal to the lesser of $50,000 or 50% of their account balance, whichever is less, generally payable within five years from the initiation date. However, participant notes for the purchase of a principal residence may extend up to 30 years. The amount of any participant loan is secured by the participant's account balances. Interest is charged at prime at the time the loan is made (prime was 3.25% at December 31, 2013 and 2012). Residential loans, whose length at the time the loan was taken was greater than 5 years, are re-amortized at the end of each year at the Prime Rate as of December 31. During 2013, all loan rates were 3.25%. Interest income from notes receivable from participants was approximately $222,000 and $227,000 for the years ended December 31, 2013 and 2012, respectively.

Withdrawals: A participant may withdraw all or part of the vested amounts attributable to tax deferred voluntary contributions and Regular Firm Contributions upon attainment of age 55. These withdrawals are only permitted on the 1st day of a month during the plan year and can only be taken once in a 12 month period. Withdrawal of tax-deferred contributions will only be permitted in cases of serious financial hardship, as defined in the regulations promulgated under the IRC. Firm contributions may not be withdrawn. A participant may generally withdraw all or part of the amounts attributable to rollover contributions at any time.

Distribution Upon Termination of Employment: When a participant terminates employment for any reason, payment of his or her account balance will be made in a lump sum. However, the participant may defer payment until he or she attains age 70½. In the event of the participant's death, the lump-sum payment will be made to the participants designated beneficiary. The Plan requires spousal consent to any non-spouse beneficiary designation.

Forfeited Accounts: At December 31, 2013 and 2012, forfeited nonvested accounts totaled approximately $875,124 and $74,000, respectively. These accounts will be used to reduce future Regular Firm Contributions. In 2013 and 2012, forfeitures of approximately $91,000 and $59,000, respectively, were used to reduce employer contributions.

Administrative Expenses: Substantially all expenses incurred in connection with the administration of the Plan are paid by the Plan to the extent they are not paid by the Firm. Investment management fees are charged to the Plan as a reduction of investment return and included in the investment income (loss) reported by the Plan.

Transfer In from Qualified Plan: Pursuant to the termination and liquidation during 2013 of the U.S.A. Retirement Plan for Partners of Mayer Brown LLP, another qualified Plan sponsored by the Firm, residual balance of approximately $5,201,000 was transferred into the Plan upon liquidation. These amounts are being held in a suspense account and will be used to reduce future Regular Firm Contributions in accordance with the terms of the Plan Document.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

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

(Continued)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

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

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

Payments to Participants: Benefits are recorded when paid.

Subsequent Events: The Plan has evaluated subsequent events through October 14, 2014, the date the financial statements were available to be issued.

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

The following is a summary of the investment information and notes receivable from participants as of December 31, 2013 and 2012, and for the years then ended, included throughout the Plan's financial statements that was prepared by or derived from information provided by Charles Schwab Bank (Schwab) and Bank of Oklahoma (BOK), custodians of the Plan. Schwab and BOK are the custodians of approximately 98% of the Plan's investments as of December 31, 2013. BOK was the custodian of approximately 85% of the Plan's investments as of December 31, 2012. The Plan's administrator has obtained certifications from Schwab and BOK that the information provided to the Plan's administrator by Schwab and BOK related to the following investments and notes receivable from participants, including the associated investment income and interest income from notes receivable from participants, is complete and accurate. Accordingly, independent accountants have not audited information which appears throughout the financial statements related to the following investments and notes receivable from participants:

	As of December 31, 2013	As of December 31, 2012
Investments:		
Money market mutual fund	$ 73,715,085	$ 58,342,725
U.S. government obligations	1,209,275	183,280
Corporate debt	4,368,875	-
Common stocks	29,769,373	7,362,281
Mutual funds	492,160,812	356,417,989
Exchange traded funds	8,118,088	3,678,570
Notes receivable from participants	7,241,259	7,410,521

(Continued)

NOTE 3 - UNAUDITED INFORMATION – CERTIFIED INVESTMENTS AND NOTES RECEIVABLE FROM PARTICIPANTS (Continued)

	Years Ended December 31, 2013	2012
Investment income and income on notes receivable from participants:		
Net appreciation in value of investments	$ 78,551,868	$ 54,907,962
Interest and dividends	14,000,068	6,735,241

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

NOTE 4 - FAIR VALUE MEASUREMENTS

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

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

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

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

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

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

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

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

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

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

(Continued)

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

U.S. Government and Agency Obligations: Government securities or obligations are valued based upon recent bid prices or the average of recent bid and asked prices when available (Level 2 inputs).

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

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

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

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

(Continued)

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's investments measured on a recurring basis at fair value as of December 31, 2013 and 2012:

	Assets at Fair Value as of December 31, 2013 Using			
	(Level 1)	(Level 2)	(Level 3)	Total
Mutual funds				
Money market funds	$ 74,877,127	$ -	$ -	$ 74,877,127
Fixed income funds	22,530,829	-	-	22,530,829
Blended funds	3,569,574	-	-	3,569,574
Growth and income funds	220,937,593	-	-	220,937,593
International funds	61,631,488	-	-	61,631,488
Sector funds	25,018,319	-	-	25,018,319
Index funds	62,475,904	-	-	62,475,904
Target-date funds	112,869,051	-	-	112,869,051
Exchange traded funds	8,229,923	-	-	8,229,923
U.S. government and agency obligations	-	1,245,502	-	1,245,502
Corporate debt	-	5,244,505	-	5,244,505
Common stocks				
Materials	901,782	-	-	901,782
Industrials	3,151,720	-	-	3,151,720
Telecommunications	2,322,754	-	-	2,322,754
Consumer discretionary	4,962,400	-	-	4,962,400
Consumer staples	2,248,754	-	-	2,248,754
Energy	3,233,953	-	-	3,233,953
Financial services	5,477,255	-	-	5,477,255
Healthcare	2,676,669	-	-	2,676,669
Information technology	2,904,505	-	-	2,904,505
Utilities	473,271	-	-	473,271
Foreign stocks				
Energy	445,483	-	-	445,483
Materials	137,721	-	-	137,721
Industrials	130,115	-	-	130,115
Consumer discretionary	234,718	-	-	234,718
Consumer staples	254,430	-	-	254,430
Healthcare	428,618	-	-	428,618
Financial services	267,668	-	-	267,668
Information technology	107,494	-	-	107,494
Telecommunications	352,556	-	-	352,556
Utilities	198,557	-	-	198,557
Total investments	$ 623,050,231	$ 6,490,007	$ -	$ 629,540,238

(Continued)

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

	Assets at Fair Value as of December 31, 2012 Using			
	(Level 1)	(Level 2)	(Level 3)	Total
Certificates of deposit	$ -	$ 1,171,147	$ -	$ 1,171,147
Mutual funds				
Money market funds	66,274,480	-	-	66,274,480
Fixed income funds	30,869,271	-	-	30,869,271
Blended funds	11,820,637	-	-	11,820,637
Growth and income funds	218,054,454	-	-	218,054,454
International funds	92,071,745	-	-	92,071,745
Sector funds	25,139,902	-	-	25,139,902
Index funds	836,181	-	-	836,181
Target-date funds	10,379,893	-	-	10,379,893
Exchange traded funds	8,560,340	-	-	8,560,340
U.S. government and agency obligations	-	1,481,850	-	1,481,850
Corporate debt	-	4,930,009	-	4,930,009
Preferred stocks	1,171,103	-	-	1,171,103
Common stocks				
Materials	1,233,779	-	-	1,233,779
Industrials	2,712,398	-	-	2,712,398
Telecommunications	438,024	-	-	438,024
Consumer discretionary	2,029,201	-	-	2,029,201
Consumer staples	3,675,063	-	-	3,675,063
Energy	2,311,728	-	-	2,311,728
Financial services	3,875,022	-	-	3,875,022
Healthcare	3,231,101	-	-	3,231,101
Information technology	4,061,876	-	-	4,061,876
Utilities	520,884	-	-	520,884
Foreign stocks				
Energy	1,190,826	-	-	1,190,826
Materials	288,122	-	-	288,122
Industrials	159,972	-	-	159,972
Consumer discretionary	222,617	-	-	222,617
Consumer staples	443,720	-	-	443,720
Healthcare	583,843	-	-	583,843
Financial services	571,644	-	-	571,644
Information technology	144,618	-	-	144,618
Telecommunications	334,581	-	-	334,581
Utilities	145,258	-	-	145,258
Other	-	146,774	-	146,774
Total investments	$ 493,352,283	$ 7,729,780	$ -	$ 501,082,063

(Continued)

NOTE 5 - INVESTMENTS

The following table presents the fair value of investments that represent 5% or more of the Plan's net assets available for benefits as of December 31, 2013 and 2012:

	2013	2012
Mutual funds:		
Cavanal Hill Cash Management Fund	$ -	$ 58,342,726
Vanguard Institutional Money Market Fund	64,051,499	-
Dodge & Cox Stock Fund	105,943,631	74,133,605
Jennison Small Company Fund (Q)	50,193,053	36,520,978
Vanguard Institutional Index Fund	61,638,928	42,005,245

The Plan's investments (including gains and losses on investments bought and sold as well as held during the year) appreciated (depreciated) in value during the years ended December 31, 2013 and 2012 as follows:

	2013	2012
Certificates of deposit	$ -	$ 632,512
U.S. government obligations	(62,228)	57,840
Corporate debt	(454,568)	103,337
Preferred stocks	1,713	132,777
Common stocks and certain exchange traded funds	4,046,825	2,918,032
Mutual funds and certain exchange traded funds	82,693,206	45,976,133
Other	1,410	(98,557)
	$ 86,226,358	$ 49,722,074

The net appreciation (depreciation) in fair value of investments as certified by Schwab and BOK is presented in Note 3.

NOTE 6 - PARTY-IN-INTEREST TRANSACTIONS

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

There were approximately $139,000 and $116,000 of fees for investment management and administrative services paid by the Plan for the years ended December 31, 2013 and 2012, respectively.

(Continued)

NOTE 7 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Firm has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become 100% vested, and the available assets will be allocated to participants in accordance with the Plan's provisions.

NOTE 8 - TAX STATUS

The Plan obtained its latest determination letter on April 23, 2014, in which the Internal Revenue Service (IRS) stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

U.S. GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013 and 2012, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

NOTE 9 - RISKS AND UNCERTAINTIES

The Plan provides for various investment options. Investments are exposed to various risks, such as interest rate, market, liquidity, and credit risks. Due to the level of risk associated with certain investments and the sensitivity of certain fair value estimates to changes in valuation assumptions, it is at least reasonably possible that changes in the fair values of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

SUPPLEMENTAL SCHEDULE

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

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Registered Investment Companies			
	American Funds	Europacific Growth Fund R6	**	$ 31,694,400
	Cohen & Steers	Realty Instl Shares Fund	**	23,110,860
	DFA	Emerging Markets Value Fund	**	17,512,545
*	Dimeo Schneider	Balanced Fund	**	1,562,556
	Dodge & Cox	Stock Fund	**	105,943,631
	Federated Clover	Small Value Inst Fund	**	18,748,452
	Harbor Capital	Appreciation Instl Fund	**	23,608,977
	PIMCO	Total Return Instl Fund	**	3,856,102
	Prudential	Jennison Small Co Fund	**	50,193,053
	Vanguard	Inflation Protected Fund	**	10,304,855
	Vanguard	Institutional Index Fund	**	61,638,928
	Vanguard	Prime Money Fund	**	64,051,499
	Vanguard	Target Retirement Income Fund	**	5,442,712
	Vanguard	Target Retirement 2010 Fund	**	4,430,649
	Vanguard	Target Retirement 2015 Fund	**	13,304,234
	Vanguard	Target Retirement 2020 Fund	**	22,647,181
	Vanguard	Target Retirement 2025 Fund	**	17,668,272
	Vanguard	Target Retirement 2030 Fund	**	11,421,946
	Vanguard	Target Retirement 2035 Fund	**	10,920,530
	Vanguard	Target Retirement 2040 Fund	**	9,625,428
	Vanguard	Target Retirement 2045 Fund	**	10,535,831
	Vanguard	Target Retirement 2050 Fund	**	5,277,418
	Vanguard	Target Retirement 2055 Fund	**	1,576,455
	Vanguard	Target Retirement 2060 Fund	**	18,394
				525,094,908
	Common Stock			
	Lowe's Inc.	Common shares	**	297
	Tesco Plc	Common shares	**	251,987
	Conocophillips	Common shares	**	212
	Lehman Brothers	Common shares	**	1,741
	ATC-Onlane Inc.	Common shares	**	2
				254,239
	***Self-Directed Brokerage Accounts**			
	Charles Schwab Bank	Self-directed brokerage accounts	**	83,992,361
	***Self-Directed Brokerage Accounts**			
	UBS	Self-directed brokerage accounts	**	20,198,730

(Continued)

MAYER BROWN LLP U.S.A. SAVINGS PLAN
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2013

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

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Notes Receivable from Participants			
*	Plan participants	Notes receivable, interest rates of 3.25%		$ 7,241,259
				$ 636,781,497

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

See Independent Auditor's Report.

MAYER BROWN LLP USA SAVINGS PLAN

Schedule C, Part I, Line 3 - Service Provider Indirect Compensation Information

December 31, 2013

EIN: 36-1447220

Plan Number: 004

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)		
Fund Family/Provider	**EIN**	**Formula**
Allianz Funds	33-0457728	Rate of 0.02% of average daily balance of asset(s)
Cohen & Steers	14-1904657	Rate of 0.10% of average daily balance of asset(s)
Dodge & Cox	Not Available	Rate of 0.10% of average daily balance of asset(s)
Federated	25-1111467	Rate of 0.10% of average daily balance of asset(s)
Harbor	04-2679462	Rate of 0.10% of average daily balance of asset(s)

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)		
Fund Family/Provider	**EIN**	**Formula**
Aberdeen	51-0368279	Rate of 0.40% of average daily balance of asset(s)
Akre	54-1968332	Range of 0.10 - 0.40% of average daily balance ofassets
AllianceBernstein	13-3191825	Rate of 0.40% of average daily balance of asset(s)
Allianz Funds	33-0457728	Range of 0.02 - 0.50% of average daily balance ofassets
Alpine	13-3982412	Rate of 0.10% of average daily balance of asset(s)
American Century Investments	43-0821857	Rate of 0.35% of average daily balance of asset(s)
American Funds	95-1411037	Range of 0.12 - 0.37% of average daily balance ofassets
Angel Oak Capital Advisors, LLC	Not Available	Rate of 0.10% of average daily balance of asset(s)
AQR Funds	Not Available	Rate of 0.40% of average daily balance of asset(s)
Artisan	39-1811840	Rate of 0.40% of average daily balance of asset(s)
Baron Capital Group	13-3122938	Range of 0.09 - 0.40% of average daily balance ofassets
BlackRock	04-6171663	Range of 0.06 - 0.50% of average daily balance ofassets
BMO Funds	Not Available	Rate of 0.25% of average daily balance of asset(s)
Bridgeway	Not Available	Rate of 0.10% of average daily balance of asset(s)
Calamos	36-3316238	Rate of 0.40% of average daily balance of asset(s)
Calvert Investments	Not Available	Rate of 0.40% of average daily balance of asset(s)
Cohen & Steers	14-1904657	Rate of 0.40% of average daily balance of asset(s)
Columbia	93-0577450	Range of 0.40 - 0.50% of average daily balance ofassets
Contravisory Investment Management,	Not Available	Rate of 0.40% of average daily balance of asset(s)
Davis Funds	52-1346931	Rate of 0.10% of average daily balance of asset(s)
DoubleLine	Not Available	Rate of 0.36% of average daily balance of asset(s)
Dreyfus	Not Available	Rate of 0.48% of average daily balance of asset(s)
Driehaus	20-3634295	Rate of 0.40% of average daily balance of asset(s)
DWS Investments	13-3241232	Rate of 0.10% of average daily balance of asset(s)
Eaton Vance	20-1227352	Range of 0.07 - 0.50% of average daily balance ofassets
FAMCO MLP	Not Available	Rate of 0.10% of average daily balance of asset(s)
Federated	25-1111467	Rate of 0.25% of average daily balance of asset(s)
Fidelity Investments	06-1194217	Range of 0.10 - 0.50% of average daily balance ofassets
First Eagle	13-3392291	Range of 0.10 - 0.40% of average daily balance ofassets
FPA	04-3118452	Rate of 0.06% of average daily balance of asset(s)
Franklin Templeton Investments	94-3167260	Rate of 0.40% of average daily balance of asset(s)
Guggenheim Investments	48-1175174	Rate of 0.40% of average daily balance of asset(s)
Harbor	04-2679462	Range of 0.06 - 0.43% of average daily balance ofassets
Hartford Mutual Funds	13-3317783	Rate of 0.40% of average daily balance of asset(s)
Heartland	39-1572323	Rate of 0.50% of average daily balance of asset(s)
Henderson Global	06-1217855	Rate of 0.40% of average daily balance of asset(s)
Hennessy	68-0377264	Rate of 0.40% of average daily balance of asset(s)
ING Funds	95-4516049	Range of 0.10 - 0.45% of average daily balance ofassets
Invesco	58-2287224	Rate of 0.40% of average daily balance of asset(s)
IVA Funds	41-2253838	Rate of 0.40% of average daily balance of asset(s)
Ivy Funds	04-6006759	Rate of 0.40% of average daily balance of asset(s)
Janus	43-1804048	Range of 0.10 - 0.35% of average daily balance ofassets
John Hancock	04-3483032	Rate of 0.45% of average daily balance of asset(s)
JPMorgan	13-2624428	Range of 0.05 - 0.50% of average daily balance ofassets

MAYER BROWN LLP USA SAVINGS PLAN

Schedule C, Part I, Line 3 - Service Provider Indirect Compensation Information

December 31, 2013

EIN: 36-1447220

Plan Number: 004

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

Fund Family/Provider	EIN	Formula
Keeley	Not Available	Rate of 0.40% of average daily balance of asset(s)
Lazard	20-4571006	Range of 0.10 - 0.40% of average daily balance ofassets
Leuthold	41-1971243	Rate of 0.40% of average daily balance of asset(s)
Manning & Napier	16-0995736	Rate of 0.40% of average daily balance of asset(s)
Matthews Asia Funds	94-3250972	Rate of 0.40% of average daily balance of asset(s)
MFS	04-3253929	Rate of 0.40% of average daily balance of asset(s)
Nationwide	31-4177100	Rate of 0.40% of average daily balance of asset(s)
Natixis Funds	04-3200027	Range of 0.06 - 0.40% of average daily balance ofassets
Neuberger Berman	13-3216325	Rate of 0.29% of average daily balance of asset(s)
Oakmark	04-3276558	Rate of 0.35% of average daily balance of asset(s)
OppenheimerFunds	13-2527171	Range of 0.10 - 0.50% of average daily balance ofassets
Osterweis	94-2871718	Rate of 0.06% of average daily balance of asset(s)
Parnassus	94-6579180	Rate of 0.10% of average daily balance of asset(s)
Permanent Portfolio	94-2788165	Rate of 0.38% of average daily balance of asset(s)
Perritt	04-3788672	Rate of 0.40% of average daily balance of asset(s)
Principal Funds	42-1520346	Rate of 0.40% of average daily balance of asset(s)
ProFunds	52-2035197	Rate of 0.40% of average daily balance of asset(s)
Prudential Investments	22-3703799	Rate of 0.50% of average daily balance of asset(s)
Putnam	36-4488942	Rate of 0.45% of average daily balance of asset(s)
Royce	52-2343049	Range of 0.08 - 0.45% of average daily balance ofassets
RS Funds	94-3321067	Rate of 0.40% of average daily balance of asset(s)
Rydex Funds	48-0409770	Rate of 0.40% of average daily balance of asset(s)
Schwab Funds	94-3106735	Rate of 0.25% of average daily balance of asset(s)
Shelton Capital Management	Not Available	Rate of 0.10% of average daily balance of asset(s)
T. Rowe Price	52-2264646	Range of 0.04 - 0.40% of average daily balance ofassets
TCW	95-2749628	Rate of 0.06% of average daily balance of asset(s)
Third Avenue	01-0690900	Rate of 0.07% of average daily balance of asset(s)
Tocqueville	13-3549887	Rate of 0.40% of average daily balance of asset(s)
Touchstone	31-0487145	Rate of 0.40% of average daily balance of asset(s)
UBS	36-7056204	Rate of 0.40% of average daily balance of asset(s)
Virtus	95-4191764	Range of 0.40 - 0.60% of average daily balance ofassets
Wasatch	87-0319391	Range of 0.35 - 0.40% of average daily balance ofassets
Weitz	47-0693748	Rate of 0.10% of average daily balance of asset(s)
Wells Fargo Advantage	41-0449260	Range of 0.06 - 0.55% of average daily balance ofassets
Westcore	Not Available	Rate of 0.30% of average daily balance of asset(s)

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

NAME OF PLAN SPONSOR: Mayer Brown LLP
NAME OF PLAN: Mayer Brown LLP U.S.A. Savings Plan
EIN: 36-1447220
PLAN NUMBER: 004

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	PARTICIPANT LOANS	Loans (3.25% - 3.25%)		7,241,259
	VANGUARD INSTL MONEY MRKT FND	Money Market / Cash Equivalent		64,051,499
	PCRA	Self-Directed Brokerage Account		104,189,116
	COHEN & STEERS REALTY INST CL	Registered Investment Company		23,110,860
	DFA EMERGING MARKETS VALUE	Registered Investment Company		17,512,545
	DIMEO SCHNEIDER BALANCED FUND	Registered Investment Company		1,562,556
	DODGE & COX STOCK FUND	Registered Investment Company		105,943,631
	EUROPACIFIC GROWTH R6	Registered Investment Company		31,694,400
	FEDERATED CLOVER SC VAL INSTL	Registered Investment Company		18,748,452
	HARBOR CAPITAL APPRECIATION	Registered Investment Company		23,608,977
	PIMCO TOTAL RETURN FUND	Registered Investment Company		3,856,102
	PRUDENTIAL JENNISON SMALL CO Q	Registered Investment Company		50,193,053
	VANGUARD INFL PROTECTED SECSIN	Registered Investment Company		10,304,855
	VANGUARD INSTITUTIONAL INDEX	Registered Investment Company		61,638,928
	VANGUARD TARGET RETIREMNT 2010	Registered Investment Company		4,430,649
	VANGUARD TARGET RETIREMNT 2015	Registered Investment Company		13,304,234
	VANGUARD TARGET RETIREMNT 2020	Registered Investment Company		22,647,181
	VANGUARD TARGET RETIREMNT 2025	Registered Investment Company		17,668,272
	VANGUARD TARGET RETIREMNT 2030	Registered Investment Company		11,421,946
	VANGUARD TARGET RETIREMNT 2035	Registered Investment Company		10,920,530
	VANGUARD TARGET RETIREMNT 2040	Registered Investment Company		9,625,428
	VANGUARD TARGET RETIREMNT 2045	Registered Investment Company		10,535,831
	VANGUARD TARGET RETIREMNT 2050	Registered Investment Company		5,277,418
	VANGUARD TARGET RETIREMNT 2055	Registered Investment Company		1,576,455
	VANGUARD TARGET RETIREMNT 2060	Registered Investment Company		18,394
	VANGUARD TARGET RETMT INCOME	Registered Investment Company		5,442,712
	LIMITED PARTNERSHIP	Limited Partnership		42,120

* Party in interest