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 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

2018

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A This return/report is for:
- ☐ a multiemployer plan
- ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- ☒ 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
WILLKIE FARR & GALLAGHER LLP RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 069

1c Effective date of plan 01/01/1989

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)
WILLKIE FARR & GALLAGHER LLP

787 SEVENTH AVENUE
NEW YORK, NY 10019-6099

2b Employer Identification Number (EIN)
13-5536844

2c Plan Sponsor's telephone number
212-728-8000

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.	08/02/2019	KENNETH O'CONNOR
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

CHIEF OPERATING OFFICER
WILLKIE FARR & GALLAGHER LLP
787 SEVENTH AVENUE
NEW YORK, NY 10019-6099

3b Administrator's EIN: 13-2890116

3c Administrator's telephone number: 212-728-3639

4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report:

a Sponsor's name WILLKIE FARR & GALLAGHER LLP

c Plan Name

4b EIN: 13-5536844

4d PN: 069

5 Total number of participants at the beginning of the plan year	**5**	1623
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1) Total number of active participants at the beginning of the plan year	**6a(1)**	1046
a(2) Total number of active participants at the end of the plan year	**6a(2)**	1080
b Retired or separated participants receiving benefits	**6b**	19
c Other retired or separated participants entitled to future benefits	**6c**	682
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	1781
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	6
f Total. Add lines **6d** and **6e**.	**6f**	1787
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1685
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	
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:

2S 2T 3B 3F 3H 2E 2F 2J 2R

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)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2018 Form M-1 annual report. If the plan was not required to file the 2018 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

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.**	**2018** **This Form is Open to Public Inspection.**

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan
WILLKIE FARR & GALLAGHER LLP RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 069

C Plan sponsor's name as shown on line 2a of Form 5500
WILLKIE FARR & GALLAGHER LLP

D Employer Identification Number (EIN)
13-5536844

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

PRICEWATERHOUSECOOPERS

13-5326270

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	ACCOUNTING	35000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2018

This Form is Open to Public Inspection.

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan
WILLKIE FARR & GALLAGHER LLP RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 069

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
WILLKIE FARR & GALLAGHER LLP

D Employer Identification Number (EIN)
13-5536844

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE: WILLKIE FARR & GALLAGHER LLP MT

b Name of sponsor of entity listed in (a): WILLKIE FARR & GALLAGHER LLP

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-3852041-001	M	0

a Name of MTIA, CCT, PSA, or 103-12 IE: MIP II CL I

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-3022712-025	C	38798765

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2018

This Form is Open to Public Inspection

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan
WILLKIE FARR & GALLAGHER LLP RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 069

C Plan sponsor's name as shown on line 2a of Form 5500
WILLKIE FARR & GALLAGHER LLP

D Employer Identification Number (EIN)
13-5536844

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	23974273
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	6920005
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	1043658	1135480
(9) Value of interest in common/collective trusts	1c(9)	0	38798765
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	294138983	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	0	385521156
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	0	0
	(2) Employer real property	1d(2)	0	0
e	Buildings and other property used in plan operation	1e	0	0
f	Total assets (add all amounts in lines 1a through 1e)	1f	295182641	456349679
	Liabilities			
g	Benefit claims payable	1g	0	0
h	Operating payables	1h	0	0
i	Acquisition indebtedness	1i	0	0
j	Other liabilities	1j	0	0
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	295182641	456349679

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)	0	
	(B) Participants	2a(1)(B)	12371765	
	(C) Others (including rollovers)	2a(1)(C)	4464753	
	(2) Noncash contributions	2a(2)	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		16836518
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
	(B) U.S. Government securities	2b(1)(B)	0	
	(C) Corporate debt instruments	2b(1)(C)	0	
	(D) Loans (other than to participants)	2b(1)(D)	0	
	(E) Participant loans	2b(1)(E)	53797	
	(F) Other	2b(1)(F)	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		53797
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
	(B) Common stock	2b(2)(B)	0	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	0	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		0
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
	(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)	0	
	(B) Other	2b(5)(B)	0	
	(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)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		-15128997
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		0
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		1761318
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	16862936	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		16862936
f Corrective distributions (see instructions)	2f		54748
g Certain deemed distributions of participant loans (see instructions)	2g		31451
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	-5507	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		-5507
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		16943628
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-15182310
l Transfers of assets:			
(1) To this plan	2l(1)		176349348
(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: PRICEWATERHOUSECOOPERS **(2)** EIN: 13-5326270

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		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?	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? ☐ Yes ☒ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

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
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year_____. (See instructions.)

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 sections 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

2018

This Form is Open to Public Inspection.

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan
WILLKIE FARR & GALLAGHER LLP RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 069

C Plan sponsor's name as shown on line 2a of Form 5500
WILLKIE FARR & GALLAGHER LLP

D Employer Identification Number (EIN)
13-5536844

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** |

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

EIN(s): 04-6568107

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

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

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 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):

WILLKIE FARR & GALLAGHER LLP RETIREMENT SAVINGS PLAN
WILLKIE FARR & GALLAGHER LLP
EIN: 13-5536844; PN: 069 ATTACHMENT TO FORM 5500, SCH H, 4i
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES - 12/31/2018

(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
	PIM TOTAL RT INST	Registered Investment Company	**	$10,147,252
	DODGE & COX INCOME	Registered Investment Company	**	3,039,259
	OAKMARK INTL INV	Registered Investment Company	**	11,335,514
	COHEN & STEERS RLTY	Registered Investment Company	**	2,477,544
	LD ABT HIGH YIELD R6	Registered Investment Company	**	4,261,465
	VANG TOT BD MKT ADM	Registered Investment Company	**	5,986,435
	VANG WELLINGTON ADM	Registered Investment Company	**	18,087,699
	JPM MIDCAP VALUE L	Registered Investment Company	**	16,155,180
	ABF SM CAP VAL INST	Registered Investment Company	**	5,685,417
	WF EMRG MKTS EQ R6	Registered Investment Company	**	3,898,840
	J H ENTERPRISE N	Registered Investment Company	**	8,991,545
	AF CAP WORLD G&I R6	Registered Investment Company	**	8,978,038
	DFA INF PRT SEC PORT	Registered Investment Company	**	2,188,941
	JH DISCPL VALUE R6	Registered Investment Company	**	10,336,464
	CBA SM CAP GR IS	Registered Investment Company	**	29,536,691
*	FID GOVT MMKT	Interest Bearing Cash	**	6,302
*	FID TREASURY ONLY MM	Interest Bearing Cash	**	5,664,465
*	MIP II CL 1	Common / Collective Trust	**	38,798,765
*	FID 500 INDEX	Registered Investment Company	**	38,052,039
*	FID INTL INDEX PR	Registered Investment Company	**	6,620,562
*	FID EXTD MKT IDX	Registered Investment Company	**	5,626,962
*	FID FDM IDX INC IPR	Registered Investment Company	**	266,360
*	FID FDM IDX 2005 IPR	Registered Investment Company	**	190,875
*	FID FDM IDX 2010 IPR	Registered Investment Company	**	816,067
*	FID FDM IDX 2015 IPR	Registered Investment Company	**	4,794,594
*	FID FDM IDX 2020 IPR	Registered Investment Company	**	16,392,302
*	FID FDM IDX 2025 IPR	Registered Investment Company	**	10,854,224
*	FID FDM IDX 2030 IPR	Registered Investment Company	**	25,390,708
*	FID FDM IDX 2035 IPR	Registered Investment Company	**	13,980,911
*	FID FDM IDX 2040 IPR	Registered Investment Company	**	17,340,491
*	FID FDM IDX 2045 IPR	Registered Investment Company	**	12,943,930
*	FID FDM IDX 2050 IPR	Registered Investment Company	**	6,955,313
*	FID FDM IDX 2055 IPR	Registered Investment Company	**	4,678,945
*	FID FDM IDX 2060 IPR	Registered Investment Company	**	347,495
*	FID CONTRAFUND K6	Registered Investment Company	**	52,702,700
*	FIDELITY BROKERAGELINK	Self Directed Brokerage	**	27,709,632
*	Notes receivable from Participants	Participant loans: Interest rates: 4.25% -6.25%. Maturity: 2019-2028	**	1,135,480
		TOTAL		**$432,375,406**

* Investment with party-in-interest to the Plan

** Cost information is not required for participant directed investments.

Willkie Farr & Gallagher LLP Retirement Savings Plan

(Formerly known as the Willkie Farr & Gallagher LLP 401(k) Plan)
Financial Statements and Supplemental Schedule
(Modified Cash Basis)
December 31, 2018 and 2017

Willkie Farr & Gallagher LLP Retirement Savings Plan
(Formerly known as the Willkie Farr & Gallagher LLP 401(k) Plan)
(Modified Cash Basis)
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Financial Statements (Modified Cash Basis)

Statements of Net Assets Available for Benefits
December 31, 2018 and 2017 3

Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2018 and 2017 4

Notes to Financial Statements
December 31, 2018 and 2017 5–17

Supplemental Schedule*

Form 5500 Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2018 18

* Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA) have been omitted because they are not applicable.



Report of Independent Auditors

To the Administrator of
Willkie Farr & Gallagher LLP Retirement Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Willkie Farr & Gallagher LLP Retirement Savings Plan (formerly known as the Willkie Farr & Gallagher LLP 401(k) Plan) (the "Plan"), which comprise the statements of net assets available for benefits (modified cash basis) as of December 31, 2018 and 2017, and the related statements of changes in net assets available for benefits (modified cash basis) 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 the financial statements in accordance with the modified cash basis of accounting described in Note 2; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statement in the circumstances. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on the 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 5, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2018 and 2017 and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

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 the financial statements.

Emphasis of Matter

As discussed in Note 1 to the financial statements, the Willkie Farr & Gallagher LLP Defined Contribution Plan was merged into the Plan effective December 31, 2018. Our disclaimer of opinion is not modified with respect to this matter.

Basis of Accounting

As discussed in Note 2, the financial statements are prepared on the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our disclaimer of opinion is not modified with respect to this matter.

Other Matter

The supplemental schedule of Form 5500, Schedule H, Line 4i - Schedule of Assets (Held at End of Year) (modified cash basis) as of December 31, 2018 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 the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this 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 (modified cash basis) and supplemental schedule (modified cash basis), other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

PricewaterhouseCoopers LLP

New York, New York
July 23, 2019

Willkie Farr & Gallagher LLP Retirement Savings Plan
(Formerly known as the Willkie Farr & Gallagher LLP 401(k) Plan)
Statements of Net Assets Available for Benefits
(Modified Cash Basis)
December 31, 2018 and 2017

	2018	2017
Assets		
Investments, at fair value	$ 431,684,017	$ -
Investments in plan interest in		
Willkie Farr & Gallagher LLP Master Trust, at fair value	-	294,185,660
Notes receivable from participants	1,135,480	1,043,658
Transfers due from the Willkie Farr & Gallagher LLP Defined Contribution Plan (Note 1)	23,974,273	-
Net assets available for benefits	$ 456,793,770	$ 295,229,318

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

Willkie Farr & Gallagher LLP Retirement Savings Plan
(Formerly known as the Willkie Farr & Gallagher LLP 401(k) Plan)
Statements of Changes in Net Assets Available for Benefits
(Modified Cash Basis)
Years Ended December 31, 2018 and 2017

	2018	2017
Additions		
Investment (loss) income		
Income from investments held in Willkie Farr & Gallagher LLP Master Trust		
Interest and dividends	$ 15,764,419	$ 11,341,685
Net (depreciation) appreciation in fair value of investments	(30,496,002)	33,520,714
Total investment (loss) income	(14,731,583)	44,862,399
Contributions		
Participant contributions	12,371,765	12,113,484
Rollover contributions	4,464,753	2,383,100
Total contributions	16,836,518	14,496,584
Interest income on notes receivable from participants	53,797	46,188
Transfers from the Willkie Farr & Gallagher LLP Defined Contribution Plan (Note 1)	176,349,348	-
Total additions	178,508,080	59,405,171
Deductions		
Benefits paid to participants	16,949,135	17,305,284
Administrative expenses, net	(5,507)	4,774
Total deductions	16,943,628	17,310,058
Net increase	161,564,452	42,095,113
Net assets available for benefits		
Beginning of year	295,229,318	253,134,205
End of year	$ 456,793,770	$ 295,229,318

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

1. Description of the Plan

The following description of the Willkie Farr & Gallagher LLP Retirement Savings Plan (formerly known as the Willkie Farr & Gallagher LLP 401(k) Plan) (the "Plan"), sponsored by Willkie Farr & Gallagher LLP (the "Firm"), provides only general information. Refer to the Plan document for the complete provisions of the Plan.

General

The Plan is a tax-deferred savings plan which is intended to comply with the provisions of Section 401(a) and other applicable provisions of the Internal Revenue Code of 1986, as amended (the "IRC").

Effective December 31, 2018, the Willkie Farr & Gallagher LLP Defined Contribution Plan ("Defined Contribution Plan") was merged with and into the Plan. The Plan assets, together with the assets of the Defined Contribution Plan, were held in the Willkie Farr & Gallagher LLP Master Trust (the "Master Trust") prior to the merger. The Master Trust was dissolved on December 31, 2018, following the Plan merger. The merger resulted in the transfer of $176,349,348 of assets from the Defined Contribution Plan to the Plan on December 31, 2018, representing 100% of the Defined Contribution Plan participant account balances as of December 31, 2018. Brokerage assets of $23,974,273 for twenty-eight participants were in transit from the Defined Contribution Plan to the Plan on December 31, 2018, and settled into the Plan after December 31, 2018 and are reflected on the Statement of Net Trust Assets as transfers due from the Defined Contribution Plan.

The trustee of the Plan was Fidelity Management Trust Company ("Fidelity" or the "Trustee") for the years ended December 31, 2018 and 2017. Although the two plans are being combined, the provisions of the plans regarding eligibility, participation, vesting, contributions and benefits that applied prior to the merger under each separate plan, will remain unchanged. The Trustee is responsible for all recordkeeping and investment services with respect to the plan. The Firm's Chief Operating Officer serves as the Plan Administrator.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). The Plan is a "participant directed plan" as described in Section 404(c) of ERISA, under which participants are responsible for directing the investment of their accounts among the investment options offered under the Plan.

Investment Options

During the years ended December 31, 2018 and 2017, participants in the Plan had the option of investing in certain American, American Beacon, ClearBridge, Cohen & Steers, DFA, Dodge & Cox, Fidelity, Goldman Sachs, Janus, John Hancock, JPMorgan, Lord Abbett, Oakmark, PIMCO, Vanguard, and Wells Fargo mutual funds, as well as a stable value common collective trust (Fidelity Managed Income Portfolio II Fund). Effective December 26, 2018, The Fidelity Capital Appreciation Fund Class K was replaced with the Fidelity Contrafund Class K6, the Goldman Sachs High Yield Fund Institutional Shares was replaced with the Lord Abbett High Yield Fund Class R6, the Fidelity Contrafund Class K was replaced with the Fidelity Contrafund Class K6, and the Fidelity Freedom Index Funds Investor Class were replaced with the Fidelity Freedom Index Funds Institutional Premium Class. The investment options offered under the Plan were as follows:

American Funds Capital World Growth and Income Fund is a growth and income mutual fund that invests internationally and seeks to provide a combination of long-term capital growth and current income.

American Beacon Small Cap Value Fund is a small cap value fund that seeks to provide long-term capital appreciation and current income.

ClearBridge Small Cap Growth Fund seeks long-term growth of capital with emphasis on small U.S. companies.

Cohen & Steers Realty Shares Fund is a specialty real estate mutual fund that seeks total return through investment in real estate securities.

DFA Inflation-Protected Securities Portfolio Fund is a growth and income mutual fund that seeks to provide inflation protection and earn current income consistent with inflation-protected securities.

Dodge & Cox Income Fund is an income fund that seeks a high and stable rate of current income, consistent with long-term preservation of capital.

Fidelity Capital Appreciation Fund is a growth mutual fund that seeks to provide capital appreciation.

Fidelity Contrafund is a growth mutual fund that seeks to provide capital appreciation.

Fidelity Freedom Index Funds are investment options that allow investors to select the fund that best matches their expected retirement year and are designed to seek high total return until the target retirement date and, thereafter, to seek high current income and, as a secondary objective, capital appreciation.

Fidelity Managed Income Portfolio II is a stable value fund that seeks to preserve principal while earning interest income by investing in investment contracts issued by insurance companies and other financial institutions, fixed income securities and money market funds to provide daily liquidity.

Fidelity Extended Market Index Fund is an index mutual fund that seeks to provide investment results that correspond to the total returns of stocks of small to mid-cap U.S. companies.

Fidelity International Index Fund is an international growth fund that seeks to provide investment results that correspond to the total returns of international stock markets.

Fidelity 500 Index Fund is an index mutual fund that seeks to provide investment results that correspond to the total return performance of common stocks publicly traded in the United States.

Fidelity Treasury Only Money Market Fund is a money market mutual fund that seeks to provide as high a level of current income as is consistent with the preservation of principal and liquidity.

Goldman Sachs High Yield Fund is an income fund that invests in high-yield fixed-income securities, that seeks to provide a high level of current income and may also consider the potential for capital appreciation.

Janus Enterprise Fund seeks long-term growth of capital with emphasis on medium-sized U.S. companies.

John Hancock Disciplined Value Fund seeks to provide long-term growth of capital primarily through investment in equity securities; current income is a secondary objective.

JPMorgan MidCap Value Fund is a mid-cap value mutual fund that seeks to provide long-term capital appreciation.

Lord Abbett High Yield Fund is an income fund that seeks a high current income and the opportunity for capital appreciation to produce a high total return.

Oakmark International Fund is a growth mutual fund that invests internationally and seeks long-term capital appreciation.

PIMCO Total Return Fund is a bond mutual fund that seeks to provide maximum total return, consistent with preservation of capital, and invests in all types of bonds, including U.S. government, corporate, mortgage and foreign.

Vanguard Total Bond Market Index Fund is an income mutual fund that seeks the performance of the Bloomberg Barclays U.S. aggregate Float Adjusted Index.

Vanguard Wellington Fund is a balanced mutual fund that seeks to provide income and the potential for long-term growth of capital and current income.

Wells Fargo Advantage Emerging Markets Equity Fund is a diversified emerging markets mutual fund that seeks long-term capital appreciation.

In addition to the investment options described above, the Plan offers a self-directed brokerage feature, referred to as BrokerageLink, which allows participants to invest part or all of their accounts in a wide range of public mutual and money market funds other than those offered as standard investment options under the Plan.

Participation
All partners and employees of the Firm (except non-U.S. citizens employed in an overseas office who receive no U.S. compensation; employees who are U.S. citizens hired in, and working primarily for, an overseas office; and National Partners) who have completed one month of credited service are eligible to make salary deferral 401(k) contributions to the Plan ("Employee Contributions").

All partners, included counsel and certain employees of the Firm (except associates; non-U.S. citizens employed in an overseas office who receive no U.S. compensation; employees who are U.S. citizens hired in, and working primarily for, an overseas office; and National Partners) who have completed one year of credited service are eligible to participate in the Plan and will receive an annual year-end contribution made by the Firm ("Firm Contributions").

Payment of Benefits
Benefits provided by the Plan are paid by the Trustee from the net assets available for benefits. The benefit to which a participant is entitled is the benefit that can be provided by the contributions and income (or loss) allocated to such participant's account. Upon termination (for any reason) or death, the participant (or beneficiary in the event of the participant's death) may elect to receive a lump-sum amount equal to the value of the funds in his or her account. A participant or spousal beneficiary may choose to receive installment distributions to satisfy the minimum distribution requirements if required to receive such distributions.

Vesting
All Employee Contributions and earnings thereon are fully and immediately vested. All Firm Contributions are subject to a vesting requirement of three years of credited service.

Contributions
Each participant may elect to have tax-deferred savings and/or Roth 401(k) contributions deducted for each pay period of up to 50% of earnings, to a maximum allowable amount as determined by Section 402(g) of the IRC. Contribution limits were $18,500 and $18,000 in 2018 and 2017, respectively. Participants who were at least 50 years old at December 31, 2018 and 2017, and who contributed the maximum amount of elective deferrals for the year were eligible to make an additional contribution of $6,000 for the years ended December 31, 2018 and 2017. Employee Contributions received by the Plan are credited to the individual participant's account.

The Plan has an auto-enrollment contribution rate of 6%. Participants receive 90 days' notice prior to the commencement of auto-enrollment contributions and may opt out of auto-enrollment prior to commencing contributions.

The Plan provides for all eligible participants, other than partners, included counsel and designated officers of the Firm, who have completed one or more years of credited service, to receive a Firm Contribution equal to 7.5% of annual earnings up to the Social Security taxable wage base (the "Wage Base") of $128,400 and $127,200 in 2018 and 2017, respectively, and 11% of any earnings in excess of the Wage Base, subject to maximum earnings of $275,000 and $270,000 in 2018 and 2017, respectively. The Plan provides for a minimum annual contribution of $3,000 for each staff employee who is entitled to a contribution for such year.

The Plan provides that the Firm's annual contribution for 2018 and 2017 for all eligible participants who are partners, included counsel and designated officers of the Firm is such amount as is determined by the Firm subject to the applicable limits of the Plan and the IRC. The contribution limits for each partner and certain designated officers were $36,500 and $36,000 in 2018 and 2017, respectively. The annual contribution for each counsel included in the Plan was $10,000 in 2018 and 2017.

Firm Contributions are allocated to the individual participants' accounts on December 31 of each year. 2018 Firm Contributions were funded in the Defined Contribution Plan on December 28, 2018, before the Plan merger occurred on December 31, 2018 and therefore included as Transfers from Willkie Farr & Gallagher LLP Defined Contribution Plan on the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2018.

The Fidelity Freedom Funds are the default fund with respect to all contributions for which no investment election has been made, as determined by the Plan Administrator.

Rollover Contributions
Participants may elect to roll over funds invested in other qualified plans with the consent of the Plan Administrator. Benefit payments of $2,760,189 and $521,808 from the Willkie Farr & Gallagher LLP Partner Pension Plan were rolled into the Plan during 2018 and 2017, respectively.

Notes Receivable from Participants

Participants who are actively employed by the Firm may be eligible to borrow from their Plan accounts. The maximum amount of a loan is the lesser of $50,000 or 50% of the account balance. The minimum amount of any loan is $1,000. A participant may have two loans outstanding at any time, but only one such loan may qualify as a primary residence loan. The minimum loan period is one year and the maximum is five years. However, if the loan is for the purchase of the participant's primary residence, the maximum period is ten years.

Loans are repaid through payroll deductions. Prepayment of the entire unpaid amount at any time is allowed. If employment is terminated, participants have the option of paying off the loan or continuing loan payments on a monthly basis in order to avoid defaulting on the loan.

The interest rate charged on loans is determined by the Firm's Benefits/Investment Committee, and is commensurate with the prevailing interest rate charged by institutions in the business of lending money. Currently, the interest rate on loans is the prime rate plus 1% for the years ended December 31, 2018 and 2017. Loans are collateralized by participant account balances.

Participant loans are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as benefit payments based on the terms of the Plan document.

Plan Termination
While the Firm intends to continue the Plan, it reserves the right to terminate it at any time for any reason. In the event there is a discontinuance of the Plan, all Plan accounts will be fully vested and the assets of the Plan, after payment of any expenses properly chargeable against the Plan, will be distributed to the participants as prescribed by the Plan in accordance with ERISA and related regulations.

2. Summary of Significant Accounting Policies

Basis of Accounting
The Plan's policy is to prepare its financial statements on a modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America. The modified cash basis of accounting followed by the Plan records all transactions based on cash receipts and disbursements, except for investments, notes receivable from participants, investment activity and transfers between plans.

Risks and Uncertainties
The Plan provides for various investment options in mutual funds and a common collective trust, of which 58% and 56% were managed by Fidelity as of December 31, 2018 and 2017, respectively. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that

such changes could materially affect participants' individual account balances and the amounts reported in the Modified Cash Basis Statements of Net Assets Available for Benefits and the Modified Cash Basis Statements of Changes in Net Assets Available for Benefits.

Use of Estimates

The preparation of the Plan's financial statements in conformity with the modified cash basis of accounting requires Plan management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates. The most significant estimates include the fair value of investments.

Investments

Accounting Standards Codification Topic 820 ("ASC 820"), *Fair Value Measurements and Disclosure*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described as follows:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

Following is a description of the valuation methodologies used:

- Mutual funds are valued at the net asset value ("NAV") of shares held by the Plan at year end, based on the daily closing price as reported by the funds.

- The stable value common collective trust (Fidelity Managed Income Portfolio II Fund) is valued on the basis of the relative interest of each participating investor in the fair value of the underlying assets. The underlying assets are valued based on the NAV as provided by the trustee. The NAV is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported net asset value. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the common collective trust, the issuer reserves the right to require twelve months' notification in order to ensure that securities liquidations will be carried out in an orderly business manner. The Plan's stable value common collective trust contains fully benefit responsive investment contracts ("FBRICs") which are valued at contract value. Because the Plan's investment in FBRICs is indirect through a common collective trust, the contract value of the indirect investment is understood to be the fair value of the investment.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with those used by 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.

Payment of Benefits
Benefits are recorded when paid.

Administrative Expenses
Audit and other professional service fees related to maintaining the Plan are paid by the Firm. A portion of these professional services expenses is reimbursed to the Firm through revenue credits allocated to the Plan by agreement with the Trustee. The revenue credits are paid to the Firm by the Trustee. The revenue credits and reimbursement to the Firm are recorded as a reduction of administrative expenses in these financial statements. Other administrative fees such as loan maintenance and processing fees are deducted from the individual participant's account balance when paid.

3. Tax Status of the Plan

The Internal Revenue Service has determined and informed the Firm by a letter dated October 27, 2015, that the Plan and the related trust are designed in accordance with applicable sections of the IRC. The Plan has been amended since receiving the determination letter. The Plan Administrator believes that the Plan is designed and is being operated in compliance with the applicable requirements of the IRC. Accordingly, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that, as of December 31, 2018 and 2017, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing

jurisdictions. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2015 for which the statute of limitations has passed.

4. Investments and Investment Income

Investment income includes interest, dividends and net realized and unrealized appreciation or depreciation in the fair value of investments. Purchases and sales of securities are recorded on a trade date basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded when earned.

The Plan presents in the statements of changes in net assets available for benefits the net appreciation in the fair value of its investments that consists of the realized gains (losses) and the unrealized appreciation (depreciation) on those investments.

Plan investments as of December 31, 2017 consisted of a proportionate interest in the Master Trust investments. Investment income and losses of the Master Trust are allocated to the respective participating plans and, ultimately, to individual participants' accounts within the respective plans in the proportion that each participant's "adjusted balance" in the applicable fund bears to the total "adjusted balances" in that fund. The "adjusted balances" reflect contributions and distributions during the applicable period.

At December 31, 2018 and 2017, the Plan's interest in the net assets of the Master Trust was approximately 0% and 61%, respectively. Note 9 sets forth the Master Trust's modified cash basis statements of net assets available for benefits as of December 31, 2018 and 2017, and the related modified cash basis statements of changes in net assets available for benefits for the years then ended.

5. Certification by the Trustee

In accordance with Section 2520.103-5 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA, the Trustee has certified that the following information per the Statements of Net Assets Available for Benefits and the Statements of Changes in Net Assets Available for Benefits is complete and accurate: investments, at fair value; investments in plan interest in Willkie Farr & Gallagher LLP Master Trust, at fair value; notes receivable from participants; income (loss) from investments held in Willkie Farr & Gallagher LLP Master Trust (interest and dividends and net (depreciation) appreciation in fair value of investments); interest income on notes receivable from participants. The Master Trust financial information (including the allocation to the Plan from the Master Trust) contained in Note 9 was also derived from the certified information provided by the Trustee and was used to prepare the Plan's financial statements and notes.

6. Party-In-Interest Transactions

Certain investments represent shares in mutual funds, a common collective trust, and a self-directed brokerage account (Fidelity BrokerageLink) administered by the Trustee, as defined by the Plan, and therefore qualify as party-in-interest transactions.

7. Fair Value Measurements

The following table sets forth by level, within the fair value hierarchy, the Plan assets at fair value as of December 31, 2018:

	Assets at Fair Value as of December 31, 2018			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds	$ 364,731,529	$ -	$ -	$ 364,731,529
BrokerageLink accounts	27,709,632	-	-	27,709,632
Total assets in the fair value hiearchy	$ 392,441,161	$ -	$ -	392,441,161
Investments measured at NAV				
Common collective trust				39,242,856
Total investments, at fair value				$ 431,684,017

The following table sets forth by level, within the fair value hierarchy, the Master Trust's assets at fair value as of December 31, 2017:

	Assets at Fair Value as of December 31, 2017			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds	$ 383,601,156	$ -	$ -	$ 383,601,156
BrokerageLink accounts	54,568,064	-	-	54,568,064
Total assets in the fair value hiearchy	$ 438,169,220	$ -	$ -	438,169,220
Investments measured at NAV				
Common collective trust				42,564,582
Total investments, at fair value				$ 480,733,802

There were no transfers between levels of the fair value hierarchy for the years ended December 31, 2018 and 2017.

Fair Value of Investments in Entities that Use NAV

The following tables summarize investments measured at fair value based on NAV per share as of December 31, 2018 and 2017, respectively.

December 31, 2018	**Fair Value**	**Unfunded Commitments**	**Redemption Frequency (If Eligible)**	**Redemption Notice Period**
Common Collective Trust				
Fidelity Managed Income Portfolio II Fund [(a)]	39,242,856	N/A	Daily	N/A

December 31, 2017	**Fair Value**	**Unfunded Commitments**	**Redemption Frequency (If Eligible)**	**Redemption Notice Period**
Common Collective Trust				
Fidelity Managed Income Portfolio II Fund [(a)]	$ 42,564,582	N/A	Daily	N/A

(a) The Fidelity Managed Income Portfolio II Fund invests in benefit-responsive investment contracts issued by insurance companies and other financial institutions ("Contracts"), fixed income securities, and money market funds. Under the terms of the Contracts, the assets of the fund are invested in fixed income securities (which may include, but are not limited to, U.S. Treasury and agency bonds, corporate bonds, mortgage-backed securities, commercial mortgage-backed securities, asset-backed securities, and collective investment vehicles and shares of investment companies that invest primarily in fixed income securities) and shares of money market funds. The fund may also invest in futures contracts, option contracts, and swap agreements.

8. Reconciliation to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2018 and 2017 to Form 5500:

	2018	2017
Net assets available for benefits per the financial statements	$ 456,793,770	$ 295,229,318
Adjustment to value attributable to common collective trust	(444,091)	(46,677)
Net assets per Form 5500	$ 456,349,679	$ 295,182,641

The following is a reconciliation of net investment (loss) income per the financial statements for the years ended December 31, 2018 and 2017 to Form 5500:

	2018	2017
Net investment (loss) income per the financial statements	$ (14,731,583)	$ 44,861,340
Net adjustment to value attributable to common collective trust	(397,414)	(125,089)
Net investment (loss) income per Form 5500	$ (15,128,997)	$ 44,736,251

9. Master Trust Financial Information

Net assets available for benefits of the Master Trust, as of December 31, 2018 and 2017, was as follows:

	2018	2017
Investments		
Mutual funds, at fair value		
American Funds Capital World Growth and Income Fund	$ -	$ 11,164,125
American Beacon Small Cap Value Fund	-	8,033,620
Clearbridge Small Cap Growth Fund	-	28,757,114
Cohen & Steers Realty Shares Fund	-	2,345,751
DFA Inflation-Protected Securities Portfolio Fund	-	2,692,026
Dodge & Cox Income Fund	-	3,196,043
Fidelity Capital Appreciation Fund	-	23,453,047
Fidelity Contrafund	-	33,367,630
Fidelity Freedom Index Income Fund	-	254,242
Fidelity Freedom Index 2005 Fund	-	241,085
Fidelity Freedom Index 2010 Fund	-	1,045,191
Fidelity Freedom Index 2015 Fund	-	5,704,014
Fidelity Freedom Index 2020 Fund	-	16,351,068
Fidelity Freedom Index 2025 Fund	-	10,000,823
Fidelity Freedom Index 2030 Fund	-	25,091,317
Fidelity Freedom Index 2035 Fund	-	13,595,997
Fidelity Freedom Index 2040 Fund	-	16,652,818
Fidelity Freedom Index 2045 Fund	-	12,180,230
Fidelity Freedom Index 2050 Fund	-	7,036,750
Fidelity Freedom Index 2055 Fund	-	3,910,442
Fidelity Freedom Index 2060 Fund	-	252,464
Fidelity Extended Market Index Fund	-	5,927,824
Fidelity International Index Fund	-	6,382,084
Fidelity 500 Index Fund	-	41,064,323
Fidelity Treasury Only Money Market Fund	-	5,175,832
Fidelity Government Money Market Fund	-	34,687
Goldman Sachs High Yield Fund	-	4,885,443
Janus Enterprise Fund	-	8,669,796
John Hancock Disciplined Value Fund	-	11,663,681
JPMorgan MidCap Value Fund	-	19,435,437
Oakmark International Fund	-	14,884,007
PIMCO Total Return Fund	-	11,218,716
Vanguard Total Bond Market Index Fund	-	5,200,966
Vanguard Wellington Fund	-	19,335,337
Wells Fargo Advantage Emerging Markets Equity Fund	-	4,397,226
Fidelity Brokeragelink Accounts	-	54,568,064
Stable Value Common Collective Trust		
Fidelity Managed Income Portfolio II Fund	-	42,564,582
Net assets available for benefits	$ -	$ 480,733,802
Net assets allocated to the Retirement Plan	$ -	$ 294,185,660

Changes in net assets available for benefits of the Master Trust, for the years ended December 31, 2018 and 2017, was as follows:

	2018	2017
Additions		
Investment income		
Interest and dividends	$ 24,067,699	$ 17,347,745
Net appreciation in fair value of investments	(46,414,444)	54,255,541
Total investment income	(22,346,745)	71,603,286
Contributions		
Willkie Farr & Gallagher LLP contributions on behalf of		
Partners	6,314,500	5,980,308
Employees	3,167,317	3,162,811
Contributions (including rollover contributions) to benefit plans by Partners and employees	16,836,518	14,496,584
Total contributions	26,318,335	23,639,703
Interest income on notes receivable from participants	53,797	46,188
Total additions	4,025,387	95,289,177
Deductions		
Benefits paid to participants	29,017,838	40,126,579
Administrative expenses, net	(8,761)	6,531
Transfers out due to dissolution of Master Trust effective December 31, 2018	455,750,112	-
Total deductions	484,759,189	40,133,110
Net (decrease) increase	(480,733,802)	55,156,067
Net assets available for benefits		
Beginning of year	$ 480,733,802	425,577,735
End of year	$ -	$ 480,733,802

Investment income (loss) by type of the Master Trust, for the years ended December 31, 2018 and 2017 was as follows:

2018:

Investment	Change in Fair Value of Investments	Interest	Dividends	Net Investment (Loss) Income
Registered Investment Companies	$ (46,414,444)	$ -	$ 23,193,338	$ (23,221,106)
Money Market Funds	-	156,728	-	156,728
Common Collective Trust	717,633	-	-	717,633
Total Investment loss				$ (22,346,745)

2017:

Investment	Change in Fair Value of Investments	Interest	Dividends	Net Investment Income
Registered Investment Companies	$ 54,255,800	$ -	$ 16,625,635	$ 70,881,435
Money market funds	-	65,645	-	65,645
Common collective trust	656,206	-	-	656,206
Total Investment Income				$ 71,603,286

10. Subsequent Events

Effective January 1, 2019, the Plan will move from a bundled fee to fixed fee recordkeeping arrangement. Participants will be charged a quarterly record keeping fee of $20.00. The Firm will pay this fee on behalf of those active employees with a total balance of less than $5,000 at the respective measurement date.

The Plan has evaluated subsequent events through July 23, 2019, the date the financial statements were available to be issued, and has determined that there are no other material events or transactions that would require disclosure in the financial statements.

Supplemental Schedule

Willkie Farr & Gallagher LLP Retirement Savings Plan
(Formerly known as the Willkie Farr & Gallagher LLP 401(k) Plan)
Form 5500 Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2018

(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
	PIM TOTAL RT INST	Registered Investment Company	**	$10,147,252
	DODGE & COX INCOME	Registered Investment Company	**	3,039,259
	OAKMARK INTL INV	Registered Investment Company	**	11,335,514
	COHEN & STEERS RLTY	Registered Investment Company	**	2,477,544
	LD ABT HIGH YIELD R6	Registered Investment Company	**	4,261,465
	VANG TOT BD MKT ADM	Registered Investment Company	**	5,986,435
	VANG WELLINGTON ADM	Registered Investment Company	**	18,087,699
	JPM MIDCAP VALUE L	Registered Investment Company	**	16,155,180
	ABF SM CAP VAL INST	Registered Investment Company	**	5,685,417
	WF EMRG MKTS EQ R6	Registered Investment Company	**	3,898,840
	J H ENTERPRISE N	Registered Investment Company	**	8,991,545
	AF CAP WORLD G&I R6	Registered Investment Company	**	8,978,038
	DFA INF PRT SEC PORT	Registered Investment Company	**	2,188,941
	JH DISCPL VALUE R6	Registered Investment Company	**	10,336,464
	CBA SM CAP GR IS	Registered Investment Company	**	29,536,691
*	FID GOVT MMKT	Interest Bearing Cash	**	6,302
*	FID TREASURY ONLY MM	Interest Bearing Cash	**	5,664,465
*	MIP II CL 1	Common / Collective Trust	**	38,798,765
*	FID 500 INDEX	Registered Investment Company	**	38,052,039
*	FID INTL INDEX PR	Registered Investment Company	**	6,620,562
*	FID EXTD MKT IDX	Registered Investment Company	**	5,626,962
*	FID FDM IDX INC IPR	Registered Investment Company	**	266,360
*	FID FDM IDX 2005 IPR	Registered Investment Company	**	190,875
*	FID FDM IDX 2010 IPR	Registered Investment Company	**	816,067
*	FID FDM IDX 2015 IPR	Registered Investment Company	**	4,794,594
*	FID FDM IDX 2020 IPR	Registered Investment Company	**	16,392,302
*	FID FDM IDX 2025 IPR	Registered Investment Company	**	10,854,224
*	FID FDM IDX 2030 IPR	Registered Investment Company	**	25,390,708
*	FID FDM IDX 2035 IPR	Registered Investment Company	**	13,980,911
*	FID FDM IDX 2040 IPR	Registered Investment Company	**	17,340,491
*	FID FDM IDX 2045 IPR	Registered Investment Company	**	12,943,930
*	FID FDM IDX 2050 IPR	Registered Investment Company	**	6,955,313
*	FID FDM IDX 2055 IPR	Registered Investment Company	**	4,678,945
*	FID FDM IDX 2060 IPR	Registered Investment Company	**	347,495
*	FID CONTRAFUND K6	Registered Investment Company	**	52,702,700
*	FIDELITY BROKERAGELINK	Self Directed Brokerage	**	27,709,632
*	Notes receivable from participants	Participant loans: Interest rates: 4.25 - 6.25%. Maturity: 2019 - 2028	**	1,135,480
				$ 432,375,406

* Party-in-interest transaction.
** Cost information is not required for participant directed investments.

The information on this schedule has been certified as to its completeness and accuracy by the Plan's Trustee.