

<p>Form 5500</p> <p>Department of the Treasury Internal Revenue Service</p> <hr/> <p>Department of Labor Employee Benefits Security Administration</p> <hr/> <p>Pension Benefit Guaranty Corporation</p>	<p>Annual Return/Report of Employee Benefit Plan</p> <p>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).</p> <p>▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	<p>OMB Nos. 1210-0110 1210-0089</p> <hr/> <p style="font-size: 24pt; font-weight: bold;">2024</p> <hr/> <p>This Form is Open to Public Inspection</p>
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Part I Annual Report Identification Information
 For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024

A This return/report is for: a multiemployer plan a multiple-employer plan (Filers checking this box must provide 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)

E If this is a retroactively adopted plan permitted by SECURE Act section 201, check here. ▶

Part II Basic Plan Information—enter all requested information

<p>1a Name of plan <u>ORRICK, HERRINGTON & SUTCLIFFE LLP DEFINED BENEFIT PLAN</u></p>	<p>1b Three-digit plan number (PN) ▶ <u>001</u></p>
<p>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) <u>ORRICK, HERRINGTON & SUTCLIFFE LLP</u></p> <p><u>405 HOWARD STREET</u> <u>SAN FRANCISCO, CA 94105-2669</u></p>	<p>1c Effective date of plan <u>01/01/1968</u></p> <p>2b Employer Identification Number (EIN) <u>94-2952627</u></p> <p>2c Plan Sponsor's telephone number <u>415-773-5700</u></p> <p>2d Business code (see instructions) <u>541110</u></p>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/09/2025	WILLIAM D. BERRY
	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 <input checked="" type="checkbox"/> Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>																																	
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 c Plan Name	4b EIN 4d PN																																	
5 Total number of participants at the beginning of the plan year	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:10%; text-align: center;">5</td> <td style="text-align: right;">194</td> </tr> </table>	5	194																															
5	194																																	
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 a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g(1) Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) g(2) Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:10%;"></td> <td style="width:10%;"></td> <td style="width:80%;"></td> </tr> <tr> <td style="text-align: center;">6a(1)</td> <td style="text-align: center;"></td> <td style="text-align: right;">31</td> </tr> <tr> <td style="text-align: center;">6a(2)</td> <td style="text-align: center;"></td> <td style="text-align: right;">0</td> </tr> <tr> <td style="text-align: center;">6b</td> <td style="text-align: center;"></td> <td style="text-align: right;">0</td> </tr> <tr> <td style="text-align: center;">6c</td> <td style="text-align: center;"></td> <td style="text-align: right;">0</td> </tr> <tr> <td style="text-align: center;">6d</td> <td style="text-align: center;"></td> <td style="text-align: right;">0</td> </tr> <tr> <td style="text-align: center;">6e</td> <td style="text-align: center;"></td> <td style="text-align: right;">0</td> </tr> <tr> <td style="text-align: center;">6f</td> <td style="text-align: center;"></td> <td style="text-align: right;">0</td> </tr> <tr> <td style="text-align: center;">6g(1)</td> <td style="text-align: center;"></td> <td style="text-align: right;"></td> </tr> <tr> <td style="text-align: center;">6g(2)</td> <td style="text-align: center;"></td> <td style="text-align: right;"></td> </tr> <tr> <td style="text-align: center;">6h</td> <td style="text-align: center;"></td> <td style="text-align: right;">0</td> </tr> </table>				6a(1)		31	6a(2)		0	6b		0	6c		0	6d		0	6e		0	6f		0	6g(1)			6g(2)			6h		0
6a(1)		31																																
6a(2)		0																																
6b		0																																
6c		0																																
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6f		0																																
6g(1)																																		
6g(2)																																		
6h		0																																
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:10%; text-align: center;">7</td> <td style="width:90%;"></td> </tr> </table>	7																																
7																																		

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
 1A 1I 3B

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) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) <input checked="" type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor
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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) <input checked="" type="checkbox"/> R (Retirement Plan Information) (2) <input type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) <input checked="" type="checkbox"/> SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary (4) <input type="checkbox"/> DCG (Individual Plan Information) – Number Attached _____ (5) <input type="checkbox"/> MEP (Multiple-Employer Retirement Plan Information)	b General Schedules (1) <input checked="" type="checkbox"/> H (Financial Information) (2) <input type="checkbox"/> I (Financial Information – Small Plan) (3) <input type="checkbox"/> A (Insurance Information) – Number Attached _____ (4) <input checked="" type="checkbox"/> C (Service Provider Information) (5) <input type="checkbox"/> D (DFE/Participating Plan Information) (6) <input type="checkbox"/> G (Financial Transaction Schedules)
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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 2024 Form M-1 annual report. If the plan was not required to file the 2024 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 SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	<small>OMB No. 1210-0110</small> 2024 This Form is Open to Public Inspection
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For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024

▶ **Round off amounts to nearest dollar.**
 ▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>ORRICK, HERRINGTON & SUTCLIFFE LLP DEFINED BENEFIT PLAN</u>	B Three-digit plan number (PN) ▶	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>ORRICK, HERRINGTON & SUTCLIFFE LLP</u>	D Employer Identification Number (EIN) <u>94-2952627</u>	
E Type of plan: <input checked="" type="checkbox"/> Single <input type="checkbox"/> Multiple-A <input type="checkbox"/> Multiple-B	F Prior year plan size: <input type="checkbox"/> 100 or fewer <input type="checkbox"/> 101-500 <input checked="" type="checkbox"/> More than 500	

Part I Basic Information

1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2024</u>		
2	Assets:		
	a Market value	2a	<u>20116261</u>
	b Actuarial value	2b	<u>22127887</u>
3	Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target
	a For retired participants and beneficiaries receiving payment	<u>142</u>	<u>15320424</u>
	b For terminated vested participants	<u>21</u>	<u>1083028</u>
	c For active participants	<u>31</u>	<u>1367423</u>
	d Total	<u>194</u>	<u>17770875</u>
4	If the plan is in at-risk status, check the box and complete lines (a) and (b)..... <input type="checkbox"/>		
	a Funding target disregarding prescribed at-risk assumptions	4a	
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b	
5	Effective interest rate	5	<u>5.00 %</u>
6	Target normal cost		
	a Present value of current plan year accruals	6a	<u>0</u>
	b Expected plan-related expenses	6b	<u>4848</u>
	c Target normal cost	6c	<u>4848</u>

Statement by Enrolled Actuary
 To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		
	Signature of actuary	<u>10/02/2025</u>
	<u>KENNETH K. LINING</u>	Date
	Type or print name of actuary	<u>23-06047</u>
	<u>GALLAGHER BENEFIT SERVICES, INC.</u>	Most recent enrollment number
	Firm name	<u>415-395-9300</u>
	<u>595 MARKET STREET</u> <u>SUITE 2100</u> <u>SAN FRANCISCO, CA 94105</u>	Telephone number (including area code)
	Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions

Part II Beginning of Year Carryover and Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	2893512
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)		
9	Amount remaining (line 7 minus line 8)	0	2893512
10	Interest on line 9 using prior year's actual return of <u>11.23</u> %	0	324941
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		224194
b(1)	Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>5.14</u> %		11524
b(2)	Interest on line 38b from prior year Schedule SB, using prior year's actual return		
c	Total available at beginning of current plan year to add to prefunding balance		235718
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	3218453

Part III Funding Percentages			
14	Funding target attainment percentage	14	106.40 %
15	Adjusted funding target attainment percentage	15	124.51 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	101.48 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls		18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees		
			Totals ▶	18(b)		18(c)	

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? Yes No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? Yes No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost				
21 Discount rate:				
a Segment rates:	1st segment: 4.75 %	2nd segment: 4.87 %	3rd segment: 5.59 %	<input type="checkbox"/> N/A, full yield curve used
b Applicable month (enter code)				21b 3
22 Weighted average retirement age				22 66
23 Mortality table(s) (see instructions)	<input checked="" type="checkbox"/> Prescribed - combined <input type="checkbox"/> Prescribed - separate <input type="checkbox"/> Substitute			

Part VI Miscellaneous Items				
24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment..... <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No				
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment..... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
26 Demographic and benefit information				
a Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b Is the plan required to provide a projection of expected benefit payments? If "Yes," see instructions regarding required attachment ... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....				27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years				
28 Unpaid minimum required contributions for all prior years				28 0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....				29 0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29).....				30 0

Part VIII Minimum Required Contribution For Current Year				
31 Target normal cost and excess assets (see instructions):				
a Target normal cost (line 6c)				31a 4848
b Excess assets, if applicable, but not greater than line 31a				31b 4848
32 Amortization installments:	Outstanding Balance		Installment	
a Net shortfall amortization installment	0		0	
b Waiver amortization installment.....	0		0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount				33
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33).....				34 0
	Carryover balance	Prefunding balance	Total balance	
35 Balances elected for use to offset funding requirement	0	0	0	
36 Additional cash requirement (line 34 minus line 35)				36 0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)				37 0
38 Present value of excess contributions for current year (see instructions)				
a Total (excess, if any, of line 37 over line 36)				38a 0
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances				38b 0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)				39 0
40 Unpaid minimum required contributions for all years				40 0

Part IX Pension Funding Relief Under the American Rescue Plan Act of 2021 (See Instructions)				
41 If an election was made to use the extended amortization rule for a plan year beginning on or before December 31, 2021, check the box to indicate the first plan year for which the rule applies. <input type="checkbox"/> 2019 <input type="checkbox"/> 2020 <input type="checkbox"/> 2021				

SCHEDULE C (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Service Provider 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.	<small>OMB No. 1210-0110</small> 2024 This Form is Open to Public Inspection.
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For calendar plan year 2024 or fiscal plan year beginning **01/01/2024** and ending **12/31/2024**

A Name of plan ORRICK, HERRINGTON & SUTCLIFFE LLP DEFINED BENEFIT PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 ORRICK, HERRINGTON & SUTCLIFFE LLP	D Employer Identification Number (EIN) 94-2952627	

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

CHARLES SCHWAB & CO. INC. AND AFFIL

94-1737782

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

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

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

GALLAGHER BENEFIT SERVICES INC.

36-4291971

(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?
11 15 17 50	NONE	229221	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

WIHTUMSMITH+BROWN, PC

22-2027092

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	36568	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

CITIGROUP GLOBAL MARKETS INC

11-2418191

(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?
28 50	NONE	13600	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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 H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 2024 This Form is Open to Public Inspection
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For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024	
A Name of plan ORRICK, HERRINGTON & SUTCLIFFE LLP DEFINED BENEFIT PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 ORRICK, HERRINGTON & SUTCLIFFE LLP	D Employer Identification Number (EIN) 94-2952627

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.

		(a) Beginning of Year	(b) End of Year
Assets			
a Total noninterest-bearing cash	1a	67765	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	237500	0
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	0	
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1032273	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	18780539	0
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities.....	1d(1)		
(2) Employer real property.....	1d(2)		
e Buildings and other property used in plan operation.....	1e		
f Total assets (add all amounts in lines 1a through 1e).....	1f	20118077	0
Liabilities			
g Benefit claims payable.....	1g		
h Operating payables.....	1h		
i Acquisition indebtedness.....	1i		
j Other liabilities.....	1j		
k Total liabilities (add all amounts in lines 1g through 1j).....	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f).....	1l	20118077	0

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers.....	2a(1)(A)		
(B) Participants.....	2a(1)(B)		
(C) Others (including rollovers).....	2a(1)(C)		
(2) Noncash contributions.....	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit).....	2b(1)(A)		
(B) U.S. Government securities.....	2b(1)(B)		
(C) Corporate debt instruments.....	2b(1)(C)		
(D) Loans (other than to participants).....	2b(1)(D)		
(E) Participant loans.....	2b(1)(E)		
(F) Other.....	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends:			
(A) Preferred stock.....	2b(2)(A)		
(B) Common stock.....	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds).....	2b(2)(C)	58788	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		
(3) Rents.....	2b(3)		
(4) Net gain (loss) on sale of assets:			
(A) Aggregate proceeds.....	2b(4)(A)	18235907	
(B) Aggregate carrying amount (see instructions).....	2b(4)(B)	18617346	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result.....	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets:			
(A) Real estate.....	2b(5)(A)		
(B) Other.....	2b(5)(B)	142949	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		-179702

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	896862	
(2) To insurance carriers for the provision of benefits	2e(2)	18760192	
(3) Other.....	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		19657054
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses:			
(1) Salaries and allowances	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Recordkeeping fees	2i(3)		
(4) IQPA audit fees	2i(4)	36568	
(5) Investment advisory and investment management fees	2i(5)	13600	
(6) Bank or trust company trustee/custodial fees	2i(6)	1932	
(7) Actuarial fees	2i(7)	229221	
(8) Legal fees	2i(8)		
(9) Valuation/appraisal fees	2i(9)		
(10) Other trustee fees and expenses	2i(10)		
(11) Other expenses.....	2i(11)		
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		281321
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		19938375

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-20118077
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) Unmodified (2) Qualified (3) Disclaimer (4) Adverse

b Check the appropriate box(es) to indicate whether the IQPA performed an ERISA section 103(a)(3)(C) audit. Check both boxes (1) and (2) if the audit was performed pursuant to both 29 CFR 2520.103-8 and 29 CFR 2520.103-12(d). Check box (3) if pursuant to neither.

(1) DOL Regulation 2520.103-8 (2) DOL Regulation 2520.103-12(d) (3) neither DOL Regulation 2520.103-8 nor DOL Regulation 2520.103-12(d).

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

(1) Name: WITHUMSMITH+BROWN, PC

(2) EIN: 22-2027092

d The opinion of an independent qualified public accountant is **not attached** as part of Schedule H because:

(1) This form is filed for a CCT, PSA, DCG 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. DCGs do not complete lines 4e, 4f, 4k, 4l, and 5, and DCGs generally complete the rest of Part IV collectively for all plans in the DCG, except as otherwise provided (see instructions).

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.)		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.)		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	X		
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? Yes No
 If "Yes," enter the amount of any plan assets that reverted to the employer this year 0.

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 Was the plan a defined benefit plan covered under the PBGC insurance program at any time during this plan year? (See ERISA section 4021 and instructions.) Yes No Not determined

If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year 534180.

SCHEDULE R (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2024 This Form is Open to Public Inspection.
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For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024

A Name of plan <u>ORRICK, HERRINGTON & SUTCLIFFE LLP DEFINED BENEFIT PLAN</u>	B Three-digit plan number (PN) ▶	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ORRICK, HERRINGTON & SUTCLIFFE LLP</u>	D Employer Identification Number (EIN) <u>94-2952627</u>	

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): 42-1558009

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

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

3	19
---	----

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 (1) contributed more than 5% of total contributions to the plan during the plan year or (2) was one of the top-ten highest contributors (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 deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:

a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: <input type="checkbox"/> last contributing employer <input type="checkbox"/> alternative <input type="checkbox"/> reasonable approximation (see instructions for required attachment).....	14a	
b The plan year immediately preceding the current plan year. <input type="checkbox"/> Check the box if the number reported is a change from what was previously reported (see instructions for required attachment).....	14b	
c The second preceding plan year. <input type="checkbox"/> Check the box if the number reported is a change from what was previously reported (see instructions for required attachment).....	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) and (b):

a Enter the percentage of plan assets held as:
 Public Equity: _____% Private Equity: _____% Investment-Grade Debt and Interest Rate Hedging Assets: _____%
 High-Yield Debt: _____% Real Assets: _____% Cash or Cash Equivalents: _____% Other: _____%

b Provide the average duration of the Investment-Grade Debt and Interest Rate Hedging Assets:
 0-5 years 5-10 years 10-15 years 15 years or more

20 PBGC missed contribution reporting requirements. If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.

a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? Yes No

b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:
 Yes.
 No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.
 No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.
 No. Other. Provide explanation: _____

Part VII IRS Compliance Questions

21a Does the plan satisfy the coverage and nondiscrimination tests of Code sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules? Yes No

21b If this is a Code section 401(k) plan, check all boxes that apply to indicate how the plan is intended to satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under Code sections 401(k)(3) and 401(m)(2).
 Design-based safe harbor method
 "Prior year" ADP test
 "Current year" ADP test
 N/A

22 If the plan sponsor is an adopter of a pre-approved plan that received a favorable IRS Opinion Letter, enter the date of the Opinion Letter ___/___/____ (MM/DD/YYYY) and the Opinion Letter serial number _____.

**Orrick, Herrington & Sutcliffe LLP Defined Benefit Plan
Financial Statements
December 10, 2024 and December 31, 2023 (In Liquidation)
With Independent Auditor's Report**

Orrick, Herrington & Sutcliffe LLP Defined Benefit Plan
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December 10, 2024 and December 31, 2023

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Independent Auditor's Report

To the Plan Administrator of
Orrick, Herrington & Sutcliffe LLP Defined Benefit Plan:

Opinion

We have audited the financial statements of Orrick, Herrington & Sutcliffe LLP Defined Benefit Plan, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), which comprise the statements of net assets available for benefits as of December 10, 2024 and December 31, 2023 (In Liquidation), and the related statements of changes in net assets available for benefits for the period ended December 10, 2024 and the year ended December 31, 2023 (In Liquidation) , and the related notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the net assets available for benefits and accumulated plan benefits as of December 10, 2024 and December 31, 2023 (In Liquidation), and the changes in net assets available for benefits for the period ended December 10, 2024, in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America ("GAAS"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Orrick, Herrington & Sutcliffe LLP Defined Benefit Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Emphasis of Matter - Terminating Plan and Liquidation Basis of Accounting

As further discussed in Notes 1 and 3 to the financial statements, the sponsor of Orrick, Herrington & Sutcliffe LLP Defined Benefit Plan elected to terminate the Plan. The management (in February 2024) approved the termination of the Plan effective March 1, 2024, and as of December 10, 2024, all Plan assets have been fully liquidated. As a result, In accordance with accounting principles generally accepted in the United States of America, the Plan's financial statements for both December 10, 2024 and December 31, 2023 have been prepared using the liquidation basis of accounting. Our opinion is not modified with respect to this matter.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and 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.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Orrick, Herrington & Sutcliffe LLP Defined Benefit Plan's ability to continue as a going concern for at least one year following the date that the financial statements are available to be issued.

Management is also responsible for maintaining a current plan instrument, including all plan amendments, administering the plan, and determining that the plan's transactions that are presented and disclosed in the financial statements are in conformity with the plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Orrick, Herrington & Sutcliffe LLP Defined Benefit Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Orrick, Herrington & Sutcliffe LLP Defined Benefit Plan's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Supplemental Schedule Required by ERISA

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule, Schedule H, Line 4j - Schedule of Reportable Transactions, for the period ended December 10, 2024 is presented for purposes of additional analysis and is not a required part of the financial statements but are supplementary information required by the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS.

In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, including their form and content, are presented in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion, the information in the accompanying supplemental schedule is fairly stated, in all material respects, in relation to the financial statements as a whole, and the form and content are presented in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Withum Smith + Brown, PC

October 10, 2025

**Orrick, Herrington & Sutcliffe LLP Defined Benefit Plan
Statements of Net Assets Available for Benefits
December 10, 2024 and December 31, 2023 (In Liquidation)**

	<u>2024</u>	<u>2023</u>
Assets		
Cash and cash equivalents	\$ -	\$ 67,765
Investments at fair value		
Mutual funds	-	16,063,481
Exchange-traded funds	-	3,749,331
Total investments at fair value	<u>-</u>	<u>19,812,812</u>
Receivables		
Employer contributions	-	237,500
Net assets available for benefits	<u>\$ -</u>	<u>\$ 20,118,077</u>

The Notes to Financial Statements are an integral part of these statements.

**Orrick, Herrington & Sutcliffe LLP Defined Benefit Plan
Statements of Changes in Net Assets Available for Benefits
Period Ended December 10, 2024 and Year Ending December 31, 2023 (In Liquidation)**

	<u>2024</u>	<u>2023</u>
Additions		
Investment (loss) income		
Interest and dividends	\$ 58,788	\$ 1,337,810
Net appreciation (depreciation) in fair value of investments	(238,490)	2,889,551
Total investment (loss) income	<u>(179,702)</u>	<u>4,227,361</u>
Employer contributions	-	237,500
Total additions, net	<u>(179,702)</u>	<u>4,464,861</u>
Deductions		
Benefit payments	896,862	25,260,923
Annuity purchase	18,760,192	-
Administrative expenses	281,321	708,128
Total deductions	<u>19,938,375</u>	<u>25,969,051</u>
Net change in net assets available for benefits	(20,118,077)	(21,504,190)
Net assets available for benefits		
Beginning of year	20,118,077	41,622,267
End of year	<u>\$ -</u>	<u>\$ 20,118,077</u>

The Notes to Financial Statements are an integral part of these statements.

**Orrick, Herrington & Sutcliffe LLP Defined Benefit Plan
Notes to Financial Statements
December 10, 2024 and December 31, 2023**

1. Summary of Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

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

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's investment committee determines the Plan's valuation policies utilizing information provided by the investment advisors, custodians, and insurance company, as applicable. See Note 6 for discussion of fair value measurements.

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

Contributions Receivable

Contributions receivable represent contributions received by the Plan after year-end that relate to the Plan's current year.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated Plan benefits are those future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to the service that participants have rendered. Accumulated Plan benefits include benefits expected to be paid to (a) retired or terminated participants or their beneficiaries, (b) beneficiaries of participants who have died and (c) active participants or their beneficiaries.

Payment of Benefits

Benefits payments to participants are recorded upon distribution.

Administrative Expenses

The Plan's expenses are paid either by the Plan or the Firm, as provided by the Plan document. Expenses that are paid directly by the Firm are excluded from these financial statements. Certain expenses incurred in connection with the general administration of the Plan that are paid by the Plan are recorded as deductions in the statements of changes in net assets available for benefits. In addition, certain investment-related expenses are included in net appreciation (depreciation) in fair value of investments in the statements of changes in net assets available for benefits.

Subsequent Events

Subsequent events were evaluated through October 10, 2025, the date the financial statements were available to be issued.

**Orrick, Herrington & Sutcliffe LLP Defined Benefit Plan
Notes to Financial Statements
December 10, 2024 and December 31, 2023**

2. Description of Plan

The following description of Orrick, Herrington & Sutcliffe LLP Defined Benefit Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Firm, a California limited liability partnership, sponsors the Plan. Effective January 1, 2015, the Firm became a single global partnership. Prior to January 2015, the Firm was one of three employers participating in the Plan. The other participating employers were Orrick, Herrington & Sutcliffe (Europe) LLP, a United Kingdom limited liability partnership, which was a partner in the Firm, and provides coverage for the European partners sited abroad who are U.S. citizens or resident aliens; and the Moscow LLC, which was also a partner in the Firm, and provides coverage for Moscow partners who are U.S. citizens or resident aliens. The Plan is a single-employer defined benefit pension plan subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

Effective December 27, 2006, the Plan was amended to state that no employee may enter the Plan on or after January 1, 2007, and service on or after January 1, 2007, is disregarded in the determination of Plan benefits.

Pension Benefits

The Plan was closed to new entrants effective December 31, 2006. Prior to that date, those eligible to participate in the Plan were all partners, the Chief Operating Officer ("COO") of the Firm and employees of the Firm who were eligible to participate prior to January 1, 1994, and were grandfathered into the Plan. Partners ineligible included those who (i) owned more than 10% of either the capital or profits interests in the Firm, or (ii) resided outside the United States, unless he or she was a U.S. citizen or resident alien and was obligated to pay U.S. federal income taxes as a consequence of income earned with respect to the Firm.

Partners became eligible to participate in the Plan on the first of the month following 30 days of service. If the individual was not a partner or COO on the first of the month after 30 days of service, he or she entered the Plan on the first day he or she became a partner or COO. Associates and counsel attorneys who became partners were eligible on the effective date of their admission to the Firm. The benefit accrual rate was the lesser of 0.8% of Plan-year compensation as a partner or COO or \$1,200 per year of service as a partner or COO. The maximum annual benefit for any member is the greater of (1) their December 31, 1988, accrued benefit adjusted to reflect any post-normal retirement delay of commencement and (2) \$30,000. Participants are 100% vested in their accrued benefit after completion of two years of service.

The retirement allowance consists of equal monthly payments to the member for his or her lifetime. For a married member or a member with a registered domestic partner, the retirement allowance is payable in the form of a qualified joint and survivor annuity, which will provide reduced equal monthly payments to the member for his or her lifetime and payments to the member's surviving spouse or registered domestic partner after the member's death in an amount equal to 50% of the reduced amount of the monthly benefit payment to the member. In accordance with applicable Plan provisions, the member may elect certain other methods of payment.

Death and Disability Benefits

If a member who is married or has a registered domestic partner dies before commencement of his or her retirement payments, payments shall be made to the member's spouse or registered domestic partner under the automatic qualified preretirement survivor annuity provisions of the Plan. The beneficiary of an unmarried member who has no registered domestic partner will receive a limited death benefit if the member dies while employed and after their normal retirement date. Effective January 1, 1991, the Plan was amended such that no benefits shall be paid solely by reason of a member's disability.

Vesting

A participant is fully vested upon completion of two years of service and has a nonforfeitable interest in his or her accrued benefit.

**Orrick, Herrington & Sutcliffe LLP Defined Benefit Plan
Notes to Financial Statements
December 10, 2024 and December 31, 2023**

3. Plan Termination

The Firm has the right under the Plan to terminate the Plan subject to the provisions set forth in ERISA and the Internal Revenue Code.

On December 7, 2023, the Firm elected to terminate the Plan. The effective date of the Plan termination is March 1, 2024. On October 2, 2023, the Plan was amended to provide a lump-sum window election option to all Plan participants, beneficiaries and alternate payees (other than active For, employees and partner participants under age 59-1/2), with payments made (or commencing) prior to year-end 2023.

In addition, the Plan was amended on January 9, 2024, to provide a lump-sum window election option to all active Firm employees and partner participants under age 59-1/2, with payments made (or commencing) as of March 1, 2024, but only if the Plan has been terminated by that date.

In connection with the Plan termination, group annuity contracts were purchased by the Plan on February 21, 2024 from Western-Southern Life Assurance Company (for non-New York resident Plan participants), and from National Integrity Life Insurance Company (for New York resident Plan participants), both of which are members of the Western & Southern Financial Group, providing for the assumption of the liability for all of the pension benefits remaining in the Plan following the Plan termination on March 1, 2024.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation ("PBGC") if the Plan terminates. Generally, the PBGC guarantees most vested normal-age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically, on the amount of an individual's monthly benefit that the PBGC guarantees. That ceiling applies to those pensioners who elect to receive their benefits in the form of a single-life annuity and are at least 65 years old at the time of retirement or Plan termination (whichever comes later). For younger annuitants or for those who elect to receive their benefits in some form more valuable than a single-life annuity, the corresponding ceilings are actuarially adjusted downward.

Whether all participants receive their benefits when the Plan terminates will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Plan's sponsor and the level of benefits guaranteed by the PBGC.

4. Tax Status

The Internal Revenue Service ("IRS") has determined and informed the Firm by a letter dated September 12, 2013, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC.

The Plan adopted an individually designed plan offered by Orrick, Herrington & Sutcliffe LLP. The individually designed plan received an IRS Determination Letter dated September 12, 2013, that the Plan and related trust are designed in accordance with the applicable sections of the Internal Revenue Code. Although the Plan has been amended since the date of the IRS Determination Letter, the Plan administrator believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC.

Plan management is required to evaluate tax positions taken by the Plan and to recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

**Orrick, Herrington & Sutcliffe LLP Defined Benefit Plan
Notes to Financial Statements
December 10, 2024 and December 31, 2023**

5. Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits under the Plan are based on employees' compensation during each year of credited service. The accumulated plan benefits for active employees will equal the accumulation, with interest, of the annual benefit accruals as of the benefit information date. Benefits payable under all circumstances, such as retirement, death, disability, and termination of employment, are included to the extent that they are attributable to employee service rendered to the valuation date. Benefits to be provided via annuity contracts excluded from Plan assets are excluded from accumulated plan benefits.

The actuarial present value of accumulated plan benefits is determined by the Plan's independent actuary and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The computations of the actuarial present value of accumulated plan benefits were made as of January 1, 2024, for the period ended December 10, 2024 and December 31, 2023. Had the valuation be made as of December 31, 2023, there would be no material differences.

Actuarial present value of accumulated plan benefits as of the most recent actuarial valuation dates are as follows:

	<u>2024</u>	<u>2023</u>
Actuarial present value of accumulated plan benefits		
Vested benefits		
Active participants	\$ -	\$ 1,228,958
Terminated participants	-	982,879
Retirees and beneficiaries	-	14,228,813
Total vested benefits	-	16,440,650
Total actuarial present value of accumulated plan benefits	<u>\$ -</u>	<u>\$ 16,440,650</u>

Actuarial present value of accumulated plan benefits at beginning of year	<u>\$ 16,440,650</u>
Change during the year attributable to	
Benefits accumulated and demographic experience*	2,644,671
Increase for interest	571,733
Benefits paid	(19,657,054)
Net increase (decrease)	<u>(16,440,650)</u>
Actuarial present value of accumulated plan benefits at end of year	<u>\$ -</u>

*The Plan terminated on March 1, 2024. The demographic experience listed above includes the difference between the liability calculated using the expected long term rate of return of 6.00% and the effective assumptions that were used to settle transfer the benefit obligations via lump sums or annuity purchase.

Orrick, Herrington & Sutcliffe LLP Defined Benefit Plan Notes to Financial Statements December 10, 2024 and December 31, 2023

The computations of the actuarial present value of accumulated Plan benefits were made as of January 1, 2024. Had the valuations been made as of December 10, 2024 and December 31, 2023, there would be no material differences. The Plan was amended effective February, 2024, to terminate the Plan effective March 1, 2024. Consequently, this 2024 valuation report will be the final valuation report for this Plan. All benefit liabilities were settled during 2024 and all Plan assets were distributed prior to December 31, 2024 and effective October 2, 2023, to allow for a lump-sum window benefit option offered to all in-payment and vested terminated participants and to all active participants age 59-1/2 or older as of November 1, 2023. No other Plan amendments were adopted on January 1, 2024.

The mortality assumptions were updated for the 2024 Plan year to reflect expected improvements in mortality rates. For this actuarial valuation, there have been no other changes to the actuarial assumptions from the prior year.

The actuarial present value of accumulated Plan benefits is determined by the Plan's actuary, Gallagher, and is the amount that results from applying actuarial assumptions to adjust the accumulated Plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as death, withdrawal or retirement) between the valuation date and the expected date of payment.

The significant actuarial assumptions used in the valuations as of January 1, 2024, were:

- a) Life expectancy of participants: 2024 - The 2024 IRS Static Mortality Table; 2023 - The 2023 IRS Static Mortality Table;
- b) Termination before retirement: partners - 6% prior to age 55 (above age 55, see retirement age assumption for partners); nonpartners - Table T-10 with 1951 GAM male mortality rates removed;
- c) Retirement age: partners - 6% per year from age 55–64, 9% from age 65–70, and 100% at age 71 and older; nonpartners - various rates from ages 55–64, ranging from 5%–40%, and 100% at ages 65 and older; and
- d) Assumed long-term rate of return: 6% for 2024 and 2023.

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated Plan benefits.

6. Fair Value Measurements

The framework for measuring fair value 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) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, *Fair Value Measurement*, 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; and
- 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.

Orrick, Herrington & Sutcliffe LLP Defined Benefit Plan
Notes to Financial Statements
December 10, 2024 and December 31, 2023

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 maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation techniques used for assets measured at fair value. There have been no changes in the techniques used at December 10, 2024 and 2023.

Money Market Funds: Valued at the quoted net asset value of shares held by the Plan at year-end.

Mutual Funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the U.S. Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 2023:

	December 31, 2023			
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 16,063,481	\$ -	\$ -	\$ 16,063,481
Exchange-traded funds	3,749,331	-	-	3,749,331
Investments in the fair value hierarchy	19,812,812	-	-	19,812,812
Total investments at fair value	\$ 19,812,812	\$ -	\$ -	\$ 19,812,812

7. Related-Party and Party In Interest Transactions

The Plan's investments are administered under a contract with Charles Schwab Bank, the custodian of the Plan. Contributions are held and managed by Charles Schwab Bank, who invests cash received, interest, and dividend income and makes distributions to participants. These transactions are party-in-interest transactions under ERISA.

As described in Note 1, the Plan paid certain expenses related to Plan operations and investment activity to various service providers. Additionally, certain administrative functions of the Plan are performed by officers or employees of the Firm. No such officer or employee receives compensation from the Plan. These transactions are party-in-interest transactions under ERISA.

8. Risks and Uncertainties

The Plan invests in various investment securities. 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 the amounts reported in the statements of net assets available for benefits.

Plan contributions are made, and the actuarial present value of accumulated plan benefits are reported, based on certain assumptions pertaining to interest rates, inflation rates, and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

Supplementary Information

Orrick, Herrington & Sutcliffe LLP Defined Benefit Plan
Schedule H, Line 4j - Schedule of Reportable Transactions
EIN: 94-2952627 Plan Number: 001
Period Ending December 10, 2024

	(a) Identify of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(g) Cost	(h) Current Value	(i) Net Gain/ (Loss)
Single Transactions							
	Baird	Aggregate Bond Fund	\$ -	\$ 14,711,070	\$ 14,788,047	\$ 14,711,070	\$ (76,976)
	VANGUARD	Scottsdale Fds Vanguard Long-Term Treas Index Fd ETF SHS	-	3,524,836	3,829,300	3,524,836	(304,463)
Total Single Transactions			\$ -	\$ 18,235,906	\$ 18,617,347	\$ 18,235,906	\$ (381,439)
Series Transactions							
	Charles Schwab Bank	Schwab Government Money Fund EE Benefit Plan (25 purchases)	\$ 20,109,480	\$ -	\$ 20,109,480	\$ 20,109,480	\$ -
	Charles Schwab Bank	Schwab Government Money Fund EE Benefit Plan (25 Sales)	-	20,356,098	20,356,098	20,356,098	-
Total Series Transactions			\$ 20,109,480	\$ 20,356,098	\$ 40,465,578	\$ 40,465,578	\$ -

See Independent Auditor's Report.

ORRICK, HERRINGTON & SUTCLIFFE LLP DEFINED BENEFIT PLAN

EIN 94-2952627

Plan No. 001

Plan Year Ended DECEMBER 31, 2023

Form 5500, Schedule H, Part III

Financial Statements used to formulate IQPA's opinion

The entire report has been attached to the Accountant's Opinion

ORRICK, HERRINGTON & SUTCLIFFE LLP DEFINED BENEFIT PLAN

EIN 94-2952627

Plan No. 001

Plan Year Ended DECEMBER 31, 2023

**Form 5500, Schedule H, Part IV, Line 4j
Schedule of Reportable Transactions**

See attachment to the Accountant's Audit Report attached at Accountant's Opinion

Attachment to 2024 Schedule SB (Form 5500)

Plan Name: Orrick, Herrington & Sutcliffe LLP Defined Benefit Plan

Plan Sponsor: Orrick, Herrington & Sutcliffe LLP

EIN / PN: 94-2952627 / 001

Schedule SB, line 24 – Change in Assumptions

The administrative expense assumption was updated from \$94,308 for 2023 to \$4,848 for 2024 to reflect the actual PBGC premium paid from the Plan.

Attachment to 2024 Schedule SB (Form 5500)

Plan Name: Orrick, Herrington & Sutcliffe LLP Defined Benefit Plan

Plan Sponsor: Orrick, Herrington & Sutcliffe LLP

EIN / PN: 94-2952627 / 001

Schedule SB, line 26a – Schedule of Active Participant Data

Attained Age	Years of Credited Service																				
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Over		
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	
Under 25																					
25 – 29																					
30 – 34																					
35 – 39																					
40 – 44																					
45 – 49																					
50 – 54									4		2										
55 – 59									4		6		1		3						
60 – 64									1		2		2		1						
65 – 69									1								1				
70 & Over									1				1		1						

- For participants who entered the plan prior to 1994, Credited Service for pre-1994 employment is measured under the plan formula in effect as of December 31, 1993. Employment on and after 1994 is measured as Benefit Service earned under the plan.
- Credited Service was frozen as of December 31, 2006.

Attachment to 2024 Schedule SB (Form 5500)

Plan Name: Orrick, Herrington & Sutcliffe LLP Defined Benefit Plan

Plan Sponsor: Orrick, Herrington & Sutcliffe LLP

EIN / PN: 94-2952627 / 001

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods**Actuarial Basis****Overview**

This 2024 Form 5500 Schedule SB for the Orrick, Herrington & Sutcliffe LLP Defined Benefit Plan (“Plan”) has been prepared for the Internal Revenue Service, the Department of Labor, and the Pension Benefit Guaranty Corporation. The purpose of this 2024 Schedule SB is to provide reporting of the Plan’s minimum funding and other Plan information as requested to the Department of Labor’s Employee Benefits Security Administration (the “EBSA”), as stated in the instructions to the 2024 Form 5500. This 2024 Schedule SB consists of the three-page Schedule SB form provided by the EBSA and the associated attachments filed concurrently with this form.

This 2024 Schedule SB is signed and dated by Kenneth Lining. Mr. Lining is the responsible actuary for this 2024 Schedule SB for the Plan, and as an Enrolled Actuary and a Fellow of the Conference of Consulting Actuaries, is qualified to issue this 2024 Schedule SB. Mr. Lining is not aware of any conflict of interest which could potentially impact the objectiveness of this work.

This 2024 Schedule SB may not be relied upon by any other party or for any other purposes than as stated above. The funded status disclosed in this 2024 Schedule SB is produced on the basis discussed in this reporting. In particular, Plan assets and liabilities have been measured as of the January 1, 2024 valuation date according to the data, assumptions and methodologies as discussed in this reporting. Liabilities shown in this report were determined using actuarial valuation software designed for the specific purpose of modeling pension plan liabilities and costs. In our opinion, except as stated elsewhere in this report, the software is appropriate and produces reasonable results for this purpose. The results in this report are based on various inputs into the software model, including the plan provisions and assumptions shown in this report, demographic provided by Orrick, Herrington & Sutcliffe LLP, and financial information provided by Charles Schwab. Other than as disclosed in this reporting, the responsible actuary is not aware of any subsequent events that would have a material impact on the results published here.

Future actuarial measurements may differ significantly from the current measurements presented in this report due to a variety of factors. An analysis of the potential range of such future measurements is outside the scope of this report.

Attachment to 2024 Schedule SB (Form 5500)

Plan Name: Orrick, Herrington & Sutcliffe LLP Defined Benefit Plan

Plan Sponsor: Orrick, Herrington & Sutcliffe LLP

EIN / PN: 94-2952627 / 001

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods (cont'd)

Liability Methods

For minimum funding purposes, liabilities shown in this report have been computed using the Unit Credit method. Use of this method for minimum funding is mandated by statute.

Liabilities shown in this report were determined using actuarial valuation software designed by a third party. This software is designed for the specific purpose of modeling pension plan liabilities and costs and is the standard pension valuation software used by Gallagher Benefit Services. While the results have been tested and reviewed for overall accuracy and consistency, we have relied upon the validity of the underlying software coding in preparing this report.

Liability Allocation

The objective of any liability method is to accrue for each participant's Plan benefit based on the allocation of liability between past, present and future.

Liability for past periods should be fully accrued, or if not, any unaccrued past service liability requires remedial accruals. Liability for the present period (e.g., the current plan year) should be accrued as expense for the current period. Liability assigned to future periods should be deferred to future years, and results in no current period accrual.

Thus, the current period expense will consist of benefit accruals for the current period, plus any remedial past service accrual.

Unit Credit

Under the Unit Credit method, liabilities are assigned to past, present and future periods based on the accrual of Plan benefits for those periods, as follows:

- Past service: the present value of the benefits accrued under the Plan as of the beginning of the plan year. For funding purposes, this is called the **Target Liability**.
- Current service: the present value of benefits accrued under the Plan during the plan year. For funding purposes, this is called the **Target Normal Cost**.
- Future service: the present value of benefits to accrue after the end of the plan year.

The current year's required contribution is generally determined as the Target Normal Cost, plus remedial funding of any unfunded Target Liability, minus any overfunding of the Target Liability.

Attachment to 2024 Schedule SB (Form 5500)

Plan Name: Orrick, Herrington & Sutcliffe LLP Defined Benefit Plan

Plan Sponsor: Orrick, Herrington & Sutcliffe LLP

EIN / PN: 94-2952627 / 001

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods (cont'd)

Asset Valuation Method

The actuarial value of assets is equal to the two-year average of Plan asset values as of the valuation date. The two-year average is the average of the two prior years' adjusted market value of assets and the current year's market value of assets. For this purpose, the prior years' market values of assets are adjusted to reflect contributions, benefit payments, and administrative expenses and expected earnings for the prior years.

Receivable contributions for the prior plan year that are made after the valuation date are included. These receivable contributions are discounted back to the valuation date using the Effective Interest Rate for the prior plan year before adding to the actuarial value of assets.

Contributions made for the current plan year, whether deposited before or after the valuation date, are excluded from the actuarial value of assets.

The resulting actuarial value of assets is adjusted to be within 10% of the market value of assets as of the valuation date, as required by law.

Attachment to 2024 Schedule SB (Form 5500)

Plan Name: Orrick, Herrington & Sutcliffe LLP Defined Benefit Plan

Plan Sponsor: Orrick, Herrington & Sutcliffe LLP

EIN / PN: 94-2952627 / 001

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods (cont'd)

Valuation Data

The valuation date for this valuation report is January 1, 2024. Except as discussed below, the January 1, 2024 valuation date is also the information date for this valuation.

The Plan sponsor provided data on all relevant employees and participants as of the January 1, 2024 valuation date. Employee and participant data was reviewed for reasonableness and consistency, but was otherwise relied upon for accuracy and completeness. If any of the reported data were inaccurate, or if the reported data were not complete, these results would require modification and could not be relied upon.

Any changes in participant data effective after the January 1, 2024 valuation date were not considered in this certification, except as stated in this certification.

All financial data was provided by Charles Schwab. With the exception of the dates and amounts of subsequent Plan contributions, changes in financial data after the January 1, 2024 valuation date were not considered in this certification, with any exceptions to this statement fully noted in this certification. The financial data received was reviewed for consistency with the Plan's published funding recommendations, but was otherwise not reviewed or analyzed.

The compensation limitations of Code section 401(a)(17) and the benefit limitations of Code section 415(b) have been incorporated into our calculations.

Attachment to 2024 Schedule SB (Form 5500)

Plan Name: Orrick, Herrington & Sutcliffe LLP Defined Benefit Plan

Plan Sponsor: Orrick, Herrington & Sutcliffe LLP

EIN / PN: 94-2952627 / 001

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods (cont'd)

Actuarial Assumptions

The following assumptions were used in valuing the liabilities and benefits under the Plan.

Funding Segment Rates

Yield Curve Election:	The Plan sponsor did not elect to use the full yield curve.
Applicable Month and Unadjusted Segment Rates:	The Plan sponsor elected to base Segments Rates on the October immediately preceding the valuation year. First Segment: 3.82% compounded annually. Second Segment: 4.59% compounded annually. Third Segment: 4.63% compounded annually.
MAP-21 Segment Rates (Adjusted by ARPA):	First Segment: 4.75% compounded annually. Second Segment: 4.87% compounded annually. Third Segment: 5.59% compounded annually.

Economic

Rate of Investment Return for Asset Averaging Purposes:	For purposes of averaging Plan asset values over two years, 6.00% compounded annually (limited to the third segment rate applicable for each year). This represents our best estimate of anticipated future Plan investment returns based on the current investment allocation of Plan assets.
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Other

Mortality:	Mortality tables for 2024 mandated by applicable law and regulation as specified in IRS Regulation 1.430(h)(3)-1 effective October 20, 2023, applied on a static basis, using the blended annuitant/non-annuitant table applicable to small plans.
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Attachment to 2024 Schedule SB (Form 5500)

Plan Name: Orrick, Herrington & Sutcliffe LLP Defined Benefit Plan

Plan Sponsor: Orrick, Herrington & Sutcliffe LLP

EIN / PN: 94-2952627 / 001

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods (cont’-

Retirement: Participants are assumed to retire and commence payments according to the following retirement rates:

<u>Age</u>	<u>Partners</u>	<u>Non-Partners</u>
55-59	see below	5%
60	6%	30%
61	6%	15%
62	6%	40%
63-64	6%	25%
65-70	9%	100%
71+	100%	100%

Assumed partner retirement rates shown above are based on our most recent demographic experience study of partner retirement data over a 20-year period. As such, the assumed partner retirement rates represent a reasonable estimate of anticipated future Plan experience.

Assumed non-partner retirement rates shown above are based on generally expected rates of retirement for large employee groups. As such, these assumed non-partner retirement rates represent a reasonable of anticipated future Plan experience.

Partners who are assumed to retire prior to age 65 are assumed to commence payment of their benefit for service accrued through December 31, 1988 immediately, and to defer the remaining portion of their benefit until age 65.

Deferred vested participants who accrued Plan benefits as partners must commence payment of their post-1988 accrued benefits at age 65, and as a result are assumed to commence their entire Plan benefits at that age.

Deferred vested participants who accrued Plan benefits as employees are assumed to commence Plan benefits at age 65 or current age if later.

These retirement assumptions represent our best estimate of the anticipated future experience under the Plan.

Attachment to 2024 Schedule SB (Form 5500)

Plan Name: Orrick, Herrington & Sutcliffe LLP Defined Benefit Plan

Plan Sponsor: Orrick, Herrington & Sutcliffe LLP

EIN / PN: 94-2952627 / 001

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods (cont'd)

Withdrawal: Partners are assumed to terminate according to the following termination rates:

<u>Age</u>	<u>Termination Rates</u>
Prior to age 60	6%
Age 60+	see above

These assumed partner termination rates were established based on our review of historical termination rates among Firm partners for the years 1998 through 2017.

Non-partners are assumed to terminate in accordance with Table T-10 (with 1951 GAM male mortality rates removed). Sample assumed termination rates are shown below:

<u>Age</u>	<u>Termination Rates</u>
25	17.2%
30	16.2%
35	14.9%
40	13.1%
45	10.8%
50	7.9%
55	4.4%
60	0.0%

These termination assumptions represent our best estimate of anticipated future experience under the Plan.

Disability: None.

Expenses: \$4,848

Percentage Married: 90%

Age Difference: Husbands are assumed to be three years older than their wives.

Form of Payment: Single life annuity.

PPA Benefit Restrictions: As required under IRS regulations, it is assumed that no PPA benefit restrictions apply in any current or future plan year.

Top 25 Benefit Restrictions: As required under IRS regulations, it is assumed that no Top-25 benefit restrictions apply in any current or future plan year.

Future Lump Sums: Because lump sums are generally restricted to \$20,000 or are based on benefits that do not exceed \$200 per month, no lump sum assumption has been made.

Attachment to 2024 Schedule SB (Form 5500)

Plan Name: Orrick, Herrington & Sutcliffe LLP Defined Benefit Plan

Plan Sponsor: Orrick, Herrington & Sutcliffe LLP

EIN / PN: 94-2952627 / 001

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods (cont'd)**Changes in Assumptions**

The Segment Rates and Mortality assumptions were updated for the 2024 plan year, as required for minimum funding calculations by IRS regulations under IRC section 430 and for funding certifications by IRS regulations under IRC section 436. Note that the Segment Rates used for IRC section 430 minimum funding calculations reflect ARPA 2021. These changes caused a decrease in the funding target liability of approximately \$0.13 million.

The administrative expense assumption was updated from \$94,308 for 2023 to \$4,848 for 2024 to reflect the actual PBGC premium paid from the Plan.

Otherwise, for this 2024 actuarial valuation, there have been no other changes to the actuarial assumptions from the 2023 actuarial valuation.

Nature of Assumptions

The Segment Rates and the Mortality assumptions are dictated by the provisions of the Pension Protection Act of 2006 as modified by ARPA. These two assumptions were determined by IRC section 430 and the associated IRS regulations.

The assumptions with regard to the PPA Benefit Restrictions and Top-25 Lump Sum Restrictions were determined for minimum funding calculations by the IRS regulations under IRC section 430.

In the opinion of the responsible actuary, except as dictated by IRC section 430 and the associated IRS regulations, each actuarial assumption for which the actuary is allowed discretion is reasonable, taking into account the experience of the Plan and reasonable expectations, and which, in combination, represent the responsible actuary's reasonable estimate of the anticipated experience under the Plan.

Implications of Plan Funding Policy

The funded status provided in this report is based on the IRC Section 430 funding requirements, with interest rates modified by funding relief under MAP-21 and ARPA. The funded status of the Plan is based on the mandated assumptions and method for this purpose.

The interest rates for this purpose are based on a longer averaging period than PPA rates before funding relief. This serves to decrease the liability used to determine minimum funding. Over time, we anticipate that interest rates will decrease, as older, higher interest rates fall out of the averaging period and current, lower interest rates are added. Also, the corridors around allowable PPA rates will widen. The effect of both of these trends is that funding relief will wear away over time. Plan sponsors that fund only the minimum required contribution in the interim would experience a lower projected funded status after funding relief wears away than plan sponsors that contribute a higher amount.

Attachment to 2024 Schedule SB (Form 5500)

Plan Name: Orrick, Herrington & Sutcliffe LLP Defined Benefit Plan

Plan Sponsor: Orrick, Herrington & Sutcliffe LLP

EIN / PN: 94-2952627 / 001

Schedule SB, Part V – Statement of Plan Provisions

Except as noted in this report, this valuation is based on the Plan’s provisions as of the January 1, 2024 valuation date. Any amendments to the Plan’s provisions that are adopted or are effective after the January 1, 2024 valuation date are not reflected in this valuation except as noted in this report.

Effective Date

January 1, 1968. The plan was amended and restated effective January 1, 2008.

Plan Type

Single-employer. This is because effective January 1, 2015, the Firm is under single global management. Therefore, the Plan is a single-employer plan on and after the 2015 plan year.

Effective Date

January 1, 1968.

Recent Amendments

The plan was most recently amended and restated effective January 1, 2015.

Plan Year

January 1 to December 31.

Eligibility

Effective January 1, 2001, partners enter the plan on the first of the month following the completion of 30 days of service, or, for associates who become partners, on the first day of partnership. Employees and non-partner attorneys are not eligible for plan participation. No new partners or employees may enter the plan on or after January 1, 2007.

Years of Credited Service

Elapsed time completed from date of plan entry completed as a partner. Credited Service is frozen as of December 31, 2006.

Normal Retirement Date

With respect to benefits accrued through December 31, 1998, the first of the month on or following the participant’s 60th birthday. With respect to benefits accrued on and after January 1, 1989, the first of the month on or following the participant’s 65th birthday.

Attachment to 2024 Schedule SB (Form 5500)

Plan Name: Orrick, Herrington & Sutcliffe LLP Defined Benefit Plan

Plan Sponsor: Orrick, Herrington & Sutcliffe LLP

EIN / PN: 94-2952627 / 001

Schedule SB, Part V – Statement of Plan Provisions (cont'd)

Normal Retirement Benefit

Determined as follows:

1. Prior to 1989: Lesser of 1.25% of career average compensation for each year of service, or pro-rata accrual of \$30,000.
2. Effective 1/1/89 to 12/31/93: greater of:
 - 0.5% of 5-year average compensation times years of service from the January 1 or July 1 following completion of one year of service.
 - December 31, 1988 frozen accrued benefit.
3. Effective 1/1/94 to 12/31/06: sum of:
 - For each Year of Credited Service, the lesser of \$1,200 annually and 0.8% of earnings.
 - December 31, 1993 frozen accrued benefit.
4. The maximum annual accrued benefit is \$30,000.
5. The minimum accrued benefit for non-key employees is 3.0% of five-year average compensation for each year, up to 10, of top-heavy service, offset by the actuarial equivalent of accumulated employer contributions to the Retirement Plan.

Early Retirement Date

Partners are not eligible for Early Retirement. For benefits accrued while a non-partner, Early Retirement eligibility is attained at age 55 and completion of ten years of service.

Early Retirement Benefit

Normal Retirement Benefit reduced by 6.667% for each of the first five years, and 5.333% for each of the next five years, by which the annuity starting date precedes the Normal Retirement Date.

Attachment to 2024 Schedule SB (Form 5500)

Plan Name: Orrick, Herrington & Sutcliffe LLP Defined Benefit Plan

Plan Sponsor: Orrick, Herrington & Sutcliffe LLP

EIN / PN: 94-2952627 / 001

Schedule SB, Part V – Statement of Plan Provisions (cont'd)

Late Retirement Benefit

Determined as follows:

1. Partners: The greater of:
 - The Normal Retirement Benefit, with service and compensation through the late retirement date; and
 - The December 31, 1988 frozen accrued benefit, increased by 10% per year after age 60.
2. Non-partners: The greater of:
 - The Normal Retirement Benefit, with service and compensation through the late retirement date; and
 - The Normal Retirement Benefit, with service and compensation through the Normal Retirement Date, increased by 10% per year after Normal Retirement Date.

Vested Termination Date

A participant who has attained Normal Retirement Date, or has completed at least two years of service, prior to termination of employment is fully vested. Benefits will commence at the Normal Retirement Date, or, if the participant completed at least ten years of service, benefits may commence at the Early Retirement Date.

Vested Termination Benefit

Normal Retirement Benefit. If benefits commence at the Early Retirement Date, the reduction is the same as for the Early Retirement Benefit.

Normal Payment Form

Single Life Annuity. For married participants, or participants with a registered domestic partner, an actuarially reduced Joint and 50% Survivor Annuity.

Pre-Retire Death Benefit Date

Participant must have attained vested status and been married or had a registered domestic partner. Benefits commence when the participant would first have been eligible to retire had the participant not died.

Attachment to 2024 Schedule SB (Form 5500)

Plan Name: Orrick, Herrington & Sutcliffe LLP Defined Benefit Plan

Plan Sponsor: Orrick, Herrington & Sutcliffe LLP

EIN / PN: 94-2952627 / 001

Schedule SB, Part V – Statement of Plan Provisions (cont'd)

Pre-Retirement Death Benefit

The survivor's benefit that would have been payable if the participant had survived to the earliest retirement date, retired with the Joint and 50% Survivor Annuity, and then died. There is no charge for Pre-Retirement Death Benefit coverage.

Changes in Plan Provisions

The plan was terminated effective March 1, 2024.

Attachment to 2024 Schedule SB (Form 5500)

Plan Name: Orrick, Herrington & Sutcliffe LLP Defined Benefit Plan

Plan Sponsor: Orrick, Herrington & Sutcliffe LLP

EIN / PN: 94-2952627 / 001

Schedule SB, Line 22: Weighted Average Retirement Age

Non- Partners				
(A)	(B)	(C)	(D)	(E)
Age	Rate of Retirement	Percent Remaining	Weight	Weighted Retirement Ages
55	5.0%	100.0%	0.05	2.75
56	5.0%	95.0%	0.05	2.66
57	5.0%	90.3%	0.05	2.57
58	5.0%	85.7%	0.04	2.49
59	5.0%	81.5%	0.04	2.40
60	30.0%	77.4%	0.23	13.93
61	15.0%	54.2%	0.08	4.96
62	40.0%	46.0%	0.18	11.42
63	25.0%	27.6%	0.07	4.35
64	25.0%	20.7%	0.05	3.31
65	100.0%	15.5%	0.16	10.10

Partners				
(A)	(B)	(C)	(D)	(E)
Age	Rate of Retirement	Percent Remaining	Weight	Weighted Retirement Ages
60	6.00%	100.00%	0.06	3.60
61	6.00%	94.00%	0.06	3.44
62	6.00%	88.36%	0.05	3.29
63	6.00%	83.06%	0.05	3.14
64	6.00%	78.07%	0.05	3.00
65	9.00%	73.39%	0.07	4.29
66	9.00%	66.79%	0.06	3.97
67	9.00%	60.77%	0.05	3.66
68	9.00%	55.30%	0.05	3.38
69	9.00%	50.33%	0.05	3.13
70	9.00%	45.80%	0.04	2.89
71	100.00%	41.68%	0.42	29.59

Weighted Average Retirement Age (Non-Partners/Partners) 60.94/67.38
Nearest Whole Age (Non-Partners/Partners) 61/67

Number of non-partners 25
Number of partners 88
Weighted Average Retirement Age 65.96
Nearest Whole Age 66

column (C) = (1.0 – column (B) for prior age) x (column (C) for prior age)
 column (D) = (column (B) x (column (C)))
 column (E) = (column (A) x (column (D)))

**SCHEDULE SB
(Form 5500)**

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation

**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2024

This Form is Open to Public Inspection

For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024

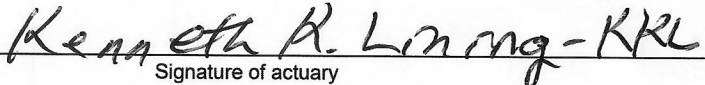
▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan ORRICK, HERRINGTON & SUTCLIFFE LLP DEFINED BENEFIT PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF ORRICK, HERRINGTON & SUTCLIFFE LLP	D Employer Identification Number (EIN) 94-2952627	
E Type of plan: <input checked="" type="checkbox"/> Single <input type="checkbox"/> Multiple-A <input type="checkbox"/> Multiple-B		
F Prior year plan size: <input type="checkbox"/> 100 or fewer <input type="checkbox"/> 101-500 <input checked="" type="checkbox"/> More than 500		

Part I Basic Information			
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2024</u>			
2 Assets:			
a Market value.....	2a	20,116,261	
b Actuarial value.....	2b	22,127,887	
3 Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment.....	142	15,320,424	15,320,424
b For terminated vested participants.....	21	1,083,028	1,083,028
c For active participants.....	31	1,367,423	1,367,423
d Total.....	194	17,770,875	17,770,875
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... <input type="checkbox"/>			
a Funding target disregarding prescribed at-risk assumptions.....	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b		
5 Effective interest rate.....	5	5.00%	
6 Target normal cost			
a Present value of current plan year accruals.....	6a	0	
b Expected plan-related expenses.....	6b	4,848	
c Target normal cost.....	6c	4,848	

Statement by Enrolled Actuary
 To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	 Signature of actuary	<u>10/2/2025</u> Date
	KENNETH K. LINING Type or print name of actuary	2306047 Most recent enrollment number
	GALLAGHER BENEFIT SERVICES, INC. Firm name	415-395-9300 Telephone number (including area code)
	595 MARKET STREET SUITE 2100 SAN FRANCISCO CA 94105 Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:

a Segment rates:	1st segment: 4.75%	2nd segment: 4.87%	3rd segment: 5.59%	<input type="checkbox"/> N/A, full yield curve used
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b Applicable month (enter code)..... **21b** 3

22 Weighted average retirement age **22** 66

23 Mortality table(s) (see instructions) Prescribed - combined Prescribed - separate Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment..... Yes No

25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment..... Yes No

26 Demographic and benefit information

a Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment..... Yes No

b Is the plan required to provide a projection of expected benefit payments? If "Yes," see instructions regarding required attachment... Yes No

27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment..... **27**

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years **28** 0

29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)..... **29** 0

30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)..... **30** 0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6c).....	31a	4,848
b Excess assets, if applicable, but not greater than line 31a	31b	4,848

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment.....	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount **33**

34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)..... **34** 0

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0

36 Additional cash requirement (line 34 minus line 35)..... **36** 0

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)..... **37** 0

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36)	38a	0
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0

39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)..... **39** 0

40 Unpaid minimum required contributions for all years **40** 0

Part IX Pension Funding Relief Under the American Rescue Plan Act of 2021 (See Instructions)

41 If an election was made to use the extended amortization rule for a plan year beginning on or before December 31, 2021, check the box to indicate the first plan year for which the rule applies. 2019 2020 2021

<p>Form 5500</p> <p>Department of the Treasury Internal Revenue Service</p> <hr/> <p>Department of Labor Employee Benefits Security Administration</p> <hr/> <p>Pension Benefit Guaranty Corporation</p>	<p>Annual Return/Report of Employee Benefit Plan</p> <p>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).</p> <p>▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	<p>OMB Nos. 1210-0110 1210-0089</p> <hr/> <p style="font-size: 24pt; font-weight: bold;">2024</p> <hr/> <p>This Form is Open to Public Inspection</p>
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Part I Annual Report Identification Information				
For calendar plan year 2024 or fiscal plan year beginning		01/01/2024	and ending	12/31/2024
A This return/report is for:	<input type="checkbox"/> a multiemployer plan	<input type="checkbox"/> a multiple-employer plan (Filers checking this box must provide participating employer information in accordance with the form instructions.)		
	<input checked="" type="checkbox"/> a single-employer plan	<input type="checkbox"/> a DFE (specify) _____		
B This return/report is:	<input type="checkbox"/> the first return/report	<input checked="" type="checkbox"/> the final return/report		
	<input type="checkbox"/> an amended return/report	<input type="checkbox"/> a short plan year return/report (less than 12 months)		
C If the plan is a collectively-bargained plan, check here.				<input type="checkbox"/>
D Check box if filing under:	<input checked="" type="checkbox"/> Form 5558	<input type="checkbox"/> automatic extension	<input type="checkbox"/> the DFVC program	
	<input type="checkbox"/> special extension (enter description)			
E If this is a retroactively adopted plan permitted by SECURE Act section 201, check here.				<input type="checkbox"/>

Part II Basic Plan Information—enter all requested information			
1a Name of plan ORRICK, HERRINGTON & SUTCLIFFE LLP DEFINED BENEFIT PLAN	1b Three-digit plan number (PN) ▶	001	
	1c Effective date of plan	01/01/1968	
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) ORRICK, HERRINGTON & SUTCLIFFE LLP	2b Employer Identification Number (EIN)	94-2952627	
405 HOWARD STREET	2c Plan Sponsor's telephone number	(415) 773-5700	
SAN FRANCISCO	2d Business code (see instructions)	541110	
		CA	94105-2669

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	<i>W. D. Berry</i>	10/10/2025	WILLIAM D. BERRY
	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

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2024)
v. 240311

3a Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor	3b Administrator's EIN
	3c Administrator's telephone number
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:	4b EIN
a Sponsor's name	4d PN
c Plan Name	
5 Total number of participants at the beginning of the plan year	5 194
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) 31
a(2) Total number of active participants at the end of the plan year	6a(2) 0
b Retired or separated participants receiving benefits	6b 0
c Other retired or separated participants entitled to future benefits	6c 0
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e 0
f Total. Add lines 6d and 6e	6f 0
g(1) Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item)	6g(1)
g(2) Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g(2)
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
 1A 1I 3B

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)	9b Plan benefit arrangement (check all that apply)
(1) <input type="checkbox"/> Insurance	(1) <input checked="" type="checkbox"/> Insurance
(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts	(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts
(3) <input checked="" type="checkbox"/> Trust	(3) <input checked="" type="checkbox"/> Trust
(4) <input type="checkbox"/> General assets of the sponsor	(4) <input type="checkbox"/> 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)

<p>a Pension Schedules</p> <p>(1) <input checked="" type="checkbox"/> R (Retirement Plan Information)</p> <p>(2) <input type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary</p> <p>(3) <input checked="" type="checkbox"/> SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary</p> <p>(4) <input type="checkbox"/> DCG (Individual Plan Information) – Number Attached _____</p> <p>(5) <input type="checkbox"/> MEP (Multiple-Employer Retirement Plan Information)</p>	<p>b General Schedules</p> <p>(1) <input checked="" type="checkbox"/> H (Financial Information)</p> <p>(2) <input type="checkbox"/> I (Financial Information – Small Plan)</p> <p>(3) <input type="checkbox"/> A (Insurance Information) – Number Attached _____</p> <p>(4) <input checked="" type="checkbox"/> C (Service Provider Information)</p> <p>(5) <input type="checkbox"/> D (DFE/Participating Plan Information)</p> <p>(6) <input type="checkbox"/> G (Financial Transaction Schedules)</p>
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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 2024 Form M-1 annual report. If the plan was not required to file the 2024 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 _____
