

<div>Form 5500</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Annual Return/Report of Employee Benefit Plan</div> <div>This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ Complete all entries in accordance with the instructions to the Form 5500.</div>	<div>OMB Nos. 1210-0110 1210-0089</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
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Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009	
A This return/report is for:	<div>☐ a multiemployer plan;</div> <div>☒ a single-employer plan;</div> <div>☐ a multiple-employer plan; or</div> <div>☐ a DFE (specify) ____</div>
B This return/report is:	<div>☐ the first return/report;</div> <div>☐ the final return/report;</div> <div>☐ an amended return/report;</div> <div>☐ a short plan year return/report (less than 12 months).</div>
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	<div>☒ Form 5558;</div> <div>☐ automatic extension;</div> <div>☐ the DFVC program;</div> <div>☐ special extension (enter description)</div>

Part II	Basic Plan Information—enter all requested information
1a Name of plan	CAPGEMINI FINANCIAL SERVICES USA INC. 401(K) RETIREMENT PLAN
1b Three-digit plan number (PN) ▶	001
1c Effective date of plan	02/01/1993
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)	CAPGEMINI FINANCIAL SERVICES USA INC. 6400 SHAFER CT STE 100 ROSEMONT, IL 60018-4944
2b Employer Identification Number (EIN)	36-6899979
2c Sponsor's telephone number	847-384-6161
2d Business code (see instructions)	541512

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.	10/01/2010	PETER KORNOWSKE
	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 (if same as plan sponsor, enter "Same") CAPGEMINI FINANCIAL SERVICES USA INC. 6400 SHAFER CT STE 100 ROSEMONT, IL 60018-4944	3b Administrator's EIN 36-6899979 3c Administrator's telephone number 847-384-6161
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	1472
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	1054
b Retired or separated participants receiving benefits.....	6b	3
c Other retired or separated participants entitled to future benefits.....	6c	357
d Subtotal. Add lines 6a , 6b , and 6c	6d	1414
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	1414
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	906
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	35

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2J 2K 2T 3D 3H

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

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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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) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)
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<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

<div>A</div> <div>Name of plan</div> <div>CAPGEMINI FINANCIAL SERVICES USA INC. 401(K) RETIREMENT PLAN</div>	<div>B</div> <div>Three-digit plan number (PN)</div> <div>▶</div> <div>001</div>
<div>C</div> <div>Plan sponsor's name as shown on line 2a of Form 5500</div> <div>CAPGEMINI FINANCIAL SERVICES USA INC.</div>	<div>D</div> <div>Employer Identification Number (EIN)</div> <div>36-6899979</div>

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

BANK OF AMERICA, N.A.

94-1687665

(b)

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

(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)

MERRILL LYNCH, PIERCE, FENNER AND S

13-5674085

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 52 56 59 60 62 63 72	RECORDKEEPER	5980	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

<div>SCHEDULE D</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009					
A Name of plan CAPGEMINI FINANCIAL SERVICES USA INC. 401(K) RETIREMENT PLAN				B Three-digit plan number (PN) ▶ 001	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 CAPGEMINI FINANCIAL SERVICES USA INC.				D Employer Identification Number (EIN) 36-6899979	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT PRESERVATION TRUST					
b Name of sponsor of entity listed in (a): BANK OF AMERICA, N.A.					
c EIN-PN 22-6484011-001		d Entity code C		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5486002	
a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP INDEX TRUST					
b Name of sponsor of entity listed in (a): BANK OF AMERICA, N.A.					
c EIN-PN 22-6837207-021		d Entity code C		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 117153	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>		
A Name of plan <u>CAPGEMINI FINANCIAL SERVICES USA INC. 401(K) RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CAPGEMINI FINANCIAL SERVICES USA INC.</u>	D Employer Identification Number (EIN) <u>36-6899979</u>	

Part I	Asset and Liability Statement
---------------	--------------------------------------

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	<u>75</u>	<u>275</u>
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	<u>431951</u>	<u>284081</u>
(2) Participant contributions	1b(2)	<u>125793</u>	<u>135460</u>
(3) Other.....	1b(3)	<u>5060</u>	<u>1118</u>
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		<u>20502</u>
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	<u>285142</u>	<u>302272</u>
(9) Value of interest in common/collective trusts.....	1c(9)	<u>4682262</u>	<u>5603155</u>
(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)	<u>20492607</u>	<u>29935027</u>
(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	26022890	36281890

Liabilities

g Benefit claims payable	1g		19472
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	316741	321947
k Total liabilities (add all amounts in lines 1g through 1j)	1k	316741	341419

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	25706149	35940471
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1514794	
(B) Participants	2a(1)(B)	4583699	
(C) Others (including rollovers)	2a(1)(C)	346350	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		6444843

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	36	
(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)	16916	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		16952

(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)	562309	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		562309

(3) Rents	2b(3)		
-----------------	--------------	--	--

(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		447144
(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)		5831460
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		13302708

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2868206	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		2868206
f Corrective distributions (see instructions)	2f		93722
g Certain deemed distributions of participant loans (see instructions).....	2g		100478
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	5980	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		5980
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		3068386

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		10234322
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: WOLF & COMPANY LLP

(2) EIN: 36-2985665

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

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

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		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.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection.
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan <u>CAPGEMINI FINANCIAL SERVICES USA INC. 401(K) RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CAPGEMINI FINANCIAL SERVICES USA INC.</u>	D Employer Identification Number (EIN) <u>36-6899979</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	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>22-3513863</u> <u>94-1687665</u> Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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	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 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(es). 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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2009
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 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 items 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 items 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 items 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 items 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 items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 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 items (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

**Capgemini Financial
Services USA Inc.
401(k) Retirement Plan**

**Financial Statements
and
Independent Auditor's Report
For the Years Ended
December 31, 2009 and 2008**

Wolf & Company LLP
Certified Public Accountants

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INDEPENDENT AUDITOR'S REPORT

The Capgemini Board of Directors
and Participants of
Capgemini Financial Services USA Inc.
401(k) Retirement Plan

We were engaged to audit the accompanying statements of net assets available for benefits of CAPGEMINI FINANCIAL SERVICES USA INC. 401(K) RETIREMENT PLAN as of December 31, 2009 and 2008, the related statements of changes in net assets available for benefits for the years then ended, and the supplemental schedule as of December 31, 2009, as listed in the accompanying contents page. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 11, which was certified by Bank of America, N.A. (formerly Merrill Lynch Trust Company, FSB), the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certification from the trustee as of and for the years ended December 31, 2009 and 2008, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Wolf + Company LLP

Oak Brook, Illinois
August 18, 2010

CAPGEMINI FINANCIAL SERVICES USA INC. 401(K) RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

ASSETS

	December 31,	
	2009	2008
Investments, at fair value:		
Registered investment companies	\$ 29,935,027	\$ 20,492,607
Common/collective trusts	5,603,155	4,682,262
Pending settlement fund and cash	20,777	75
Participants' loans	<u>302,272</u>	<u>285,142</u>
Total investments	<u>35,861,231</u>	<u>25,460,086</u>
Receivables:		
Employer's contributions	284,081	431,951
Participants' contributions and loan repayments	135,460	129,772
Accrued interest	<u>1,118</u>	<u>1,081</u>
Total receivables	<u>420,659</u>	<u>562,804</u>
Total assets	<u>36,281,890</u>	<u>26,022,890</u>

LIABILITIES

Excess contributions payable to participants	530,554	274,163
Other liabilities	<u>192,600</u>	<u>136,300</u>
Total liabilities	<u>723,154</u>	<u>410,463</u>
Net assets reflecting investments at fair value	35,558,736	25,612,427
Adjustment from fair value to contract value for interest in a common/collective trust relating to fully benefit-responsive investment contracts	<u>400,266</u>	<u>745,240</u>
Net assets available for benefits	<u>\$ 35,959,002</u>	<u>\$ 26,357,667</u>

See accompanying notes and independent auditor's report.

CAPGEMINI FINANCIAL SERVICES USA INC. 401(K) RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	For the Year Ended December 31,	
	<u>2009</u>	<u>2008</u>
Additions to net assets attributed to:		
Investment income (loss):		
Interest and dividends	\$ 650,326	\$ 1,091,192
Net appreciation (depreciation) in fair value of investments	<u>5,862,565</u>	<u>(11,272,372)</u>
	<u>6,512,891</u>	<u>(10,181,180)</u>
Contributions:		
Participants'	4,583,699	4,644,917
Employer's	1,514,794	1,633,009
Participants' rollovers	<u>346,350</u>	<u>588,710</u>
	<u>6,444,843</u>	<u>6,866,636</u>
	<u>12,957,734</u>	<u>(3,314,544)</u>
Deductions from net assets attributed to:		
Benefits paid to participants	2,949,212	5,135,757
Refunds of excess contributions	401,207	93,722
Administrative expenses	<u>5,980</u>	<u>7,713</u>
	<u>3,356,399</u>	<u>5,237,192</u>
Net increase (decrease)	9,601,335	(8,551,736)
Net assets available for benefits:		
Beginning of year	<u>26,357,667</u>	<u>34,909,403</u>
End of year	<u>\$ 35,959,002</u>	<u>\$ 26,357,667</u>

See accompanying notes and independent auditor's report.

CAPGEMINI FINANCIAL SERVICES USA INC. 401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS

1. Description of Plan

The following description of the Capgemini Financial Services USA Inc. (Company) 401(k) Retirement Plan (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution plan covering all full-time employees of the Company. Employees who are non-resident aliens and who receive no earned income from the Company which constitutes income from services within the United States are not eligible to participate. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended by subsequent legislation.

Contributions - Each year, participants may contribute up to 90% of pretax annual compensation, as defined in the Plan. Such contributions are subject to limitations of the Internal Revenue Code (maximum of \$16,500 in 2009 and \$15,500 in 2008). Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions of \$5,500 in 2009 and \$5,000 in 2008. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. The Plan provides for annual Company matching and/or profit sharing contributions at the discretion of its board of directors. In 2009 and 2008, the Company contributed a matching 50% of the first 6% of the employee's annual salary but limited to 50% of the employee's contribution. Participants direct the investment of all the contributions into various investment options offered by the Plan. The Plan currently offers 23 registered investment companies and 2 common/collective trusts as investment options for participants. Ten of the investment options may be invested in through a portfolio model (conservative, conservative to moderate, moderate, moderate to aggressive, and aggressive). Participants may change their investment options daily.

Participant Accounts - Each participant's account is credited with the participant's contributions and allocations of (a) the Company's contributions and (b) Plan earnings and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting - Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A participant is 100% vested after three years of credited service. Full vesting also occurs upon death, disability or retirement at designated ages.

Participants' Loans - Participants may borrow from their accounts up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. The loans are secured by a percentage of their vested account balance and bear interest rates that range from 4.25% to 9.25%, which are commensurate with local prevailing rates as determined by the plan administrator. Generally, principal and interest is paid ratably through payroll deductions.

CAPGEMINI FINANCIAL SERVICES USA INC. 401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS

1. Description of Plan (Cont.)

Payment of Benefits - On termination of service due to death, disability, or retirement, the entire balance in the participant's account will be payable to the participant under one of the following methods:

- (a) Payments in the form of a joint and survivor annuity if married or in the form of a life annuity if unmarried.
- (b) Payment in a lump-sum.
- (c) Payments in equal monthly, quarterly, semi-annual or annual installments over a period not to exceed the participant's life expectancy.

For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. When the participant's vested interests are less than \$5,000, the plan administrator may distribute such benefit in a lump-sum without the participant's consent.

Forfeited Accounts - At December 31, 2009 and 2008, forfeited nonvested accounts totaled \$65,891 and \$80,320, respectively. Those accounts will normally be applied first to reduce the Company matching and/or profit sharing contributions and any excess applied to the payment of the Plan's administrative expenses. During 2009, forfeitures of \$136,081 were transferred into former participants' accounts to correct for understatements of certain participants' accounts available for distribution. During 2008, forfeitures of \$237,023 (includes true-up and qualified nonelective contributions for 2007) were used to reduce Company contributions.

2. Summary of Significant Accounting Policies

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

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

Investment Valuation and Income Recognition - The Plan's investments are stated at fair value. The Plan's investments in shares of registered investment companies are valued at quoted market prices that represent the net asset value of shares held by the Plan at year-end. The fair value of the participation units in common/collective trusts (contains investment contracts) is based on quoted redemption values on the last business day of the Plan's year-end. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms

CAPGEMINI FINANCIAL SERVICES USA INC. 401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS

2. Summary of Significant Accounting Policies (Cont.)

Investment Valuation and Income Recognition (cont.) -

of the Plan. Accordingly, the statement of net assets available for benefits presents the fair value of the investment in the common/collective trusts as well as the adjustment of the investment in the common/collective trusts from fair value to contract value relating to the investment contracts. The statement of changes in net assets available for benefits is prepared on the contract value basis. Participants' loans, pending settlement funds and cash are valued at cost which approximates fair value. Purchase 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.

Realized and unrealized gains and losses are recorded under the current value method. Realized gains and losses on investments sold are calculated as sale proceeds less the current value of the investments as of the beginning of the year (or acquisition cost if acquired during the year). Unrealized gains and losses are calculated as the current value of investments held at the end of the year less their current value as of the beginning of the year (or acquisition cost if acquired during the year). Net realized and unrealized gains and losses are recorded in the accompanying statements of changes in net assets available for benefits as net appreciation (depreciation) in fair value of investments.

Payment of Benefits - Benefits are recorded when paid.

3. Voluntary Correction Program

It was determined that, during the initial non-discrimination testing for 2006, incorrect amounts were used for certain participants' compensation and deferral and employer match. Once corrected, the Plan failed to pass the Average Deferral Percentage (ADP) test and Actual Contribution Percentage (ACP) test for 2006. In order to correct the failure of the ADP and ACP tests, federal law generally requires that corrective distributions be made no later than December 31, 2007. The Company did not settle the 2006 corrective distribution obligations during 2007. However, as permitted under applicable IRS guidance, the Company opted to correct the nondiscrimination testing failures in 2006 using the "one-to-one" correction method, which generally requires an excess contribution amount be refunded to certain highly compensated employees and a qualified non-elective contribution to be made by the Company to the Plan in the same amount and allocated to certain nonhighly compensated employees. The IRS approved the process on March 11, 2010. The 2006 estimate for the excess contribution and the qualified non-elective contribution amounted to \$180,441 and was increased by \$21,492 to \$201,933 for earnings on the original estimate. The qualified non-elective contribution to be made by the Company to the Plan has been reduced by \$143,161 for an amount utilized from the forfeiture account in 2010. The excess contribution to be refunded to certain highly compensated employees has been reduced by \$72,586 for amounts due in which the participant has terminated and removed their balance from the Plan. At December 31, 2009 and 2008, the accompanying statements of net assets available for benefits include \$58,772 and \$180,441, respectively, in "Receivables - employer's contributions." Excess contributions payable to participants include \$129,347 and \$180,441 for amounts due participants as of December 31, 2009 and 2008, respectively.

CAPGEMINI FINANCIAL SERVICES USA INC. 401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS

4. Refunds of Excess Contributions

For the plan year ended December 31, 2009, refunds of \$401,207 were made in 2010 and for the plan year ended December 31, 2008, refunds of \$93,722 were made in 2009 to certain participants to return to them excess deferral contributions in order to satisfy the relevant nondiscrimination provisions of the Plan. Those amounts are also included in the statements of net assets available for benefits as excess contributions payable to participants at December 31, 2009 and 2008.

5. Investments

The following presents investments that represent 5% or more of the Plan's net assets:

	December 31,	
	2009	2008
Mutual funds:		
JPMorgan Government Bond CI A GM	\$ 2,286,073	\$ 1,943,850
BlackRock Large Cap Value CI A GM	2,827,193	2,231,472
Aberdeen Select Growth CI A GM	-	1,649,447
Mainstay Large Cap Growth CI R2 GM	2,190,415	-
AllianceBernstein International Growth CI A	1,804,386	*
AllianceBernstein International Growth CI A GM	2,953,371	2,231,445
PIMCO Total Return CI A GM	2,642,071	-
Calvert Income CI A GM	-	2,229,870
Common/collective trusts:		
Retirement Preservation Trust	3,849,718	3,267,724
Retirement Preservation Trust GM	*	1,348,474

*Balance is less than 5%.

During 2009 and 2008, the Plan's investments (including investments bought, sold and held during the year) appreciated (depreciated) in value as follows:

	December 31,	
	2009	2008
Registered investment companies	\$ 5,831,460	\$ (11,244,395)
Common/collective trusts	31,105	(27,977)
	<u>\$ 5,862,565</u>	<u>\$ (11,272,372)</u>

CAPGEMINI FINANCIAL SERVICES USA INC. 401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS

6. Fair Value Measurements

Generally accepted accounting principles provide a uniform framework for the definition, measurement and disclosure of fair value measurements. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The financial accounting standards establish a fair value hierarchy which requires the Plan to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The financial accounting standards describe three levels of inputs that may be used to measure fair value:

- Level 1:* Quoted market prices (unadjusted) for identical assets or liabilities in active markets that the Plan has the ability to access as of the measurement date.
- Level 2:* Significant other observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, and other inputs that are observable or can be corroborated by observable market data.
- Level 3:* Significant unobservable inputs that reflect the Plan's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008.

The fair value of registered investment companies is determined by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs).

The fair value of participation units held by the Plan in common/collective trusts is based on their net asset values, as reported by the manager Bank of America and as supported by the unit prices of actual purchase and sale transactions occurring as of or close to the financial statement date. The fair value of common/collective trusts that invest only in securities traded on nationally recognized securities exchanges and active dealer markets is classified within Level 2 of the fair value hierarchy. The fair value of common/collective trusts that invest in securities other than those traded on national exchanges and active dealer markets are classified in Level 3 of the fair value hierarchy.

Pending settlement funds and cash are carried at cost, which approximates fair value (Level 2 inputs).

Participants' loans are carried at amortized cost based upon the outstanding principal balance, which approximates fair value (Level 3 inputs).

CAPGEMINI FINANCIAL SERVICES USA INC. 401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS

6. Fair Value Measurements (Cont.)

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009 and 2008:

		Fair Value Measurements at Reporting Date Using		
		Quoted Prices in Active Markets for Identical Assets/ Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	Fair Value			
December 31, 2009:				
Registered investment companies	\$ 29,935,027	\$ 29,935,027	\$ -	\$ -
Common/collective trusts	5,603,155	-	5,603,155	-
Pending settlement fund and cash	20,777	-	20,777	-
Participants' loans	302,272	-	-	302,272
Total	<u>\$ 35,861,231</u>	<u>\$ 29,935,027</u>	<u>\$ 5,623,932</u>	<u>\$ 302,272</u>
December 31, 2008:				
Registered investment companies	\$ 20,492,607	\$ 20,492,607	\$ -	\$ -
Common/collective trusts	4,682,262	-	4,682,262	-
Pending settlement fund	75	-	75	-
Participants' loans	285,142	-	-	285,142
Total	<u>\$ 25,460,086</u>	<u>\$ 20,492,607</u>	<u>\$ 4,682,337</u>	<u>\$ 285,142</u>

CAPGEMINI FINANCIAL SERVICES USA INC. 401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS

6. Fair Value Measurements (Cont.)

Changes in fair value of participants' loans measured on a recurring basis using significant unobservable inputs (Level 3) for the years ended December 31, 2009 and 2008 are as follows:

	<u>2009</u>	<u>2008</u>
Beginning balance	\$ 285,142	\$ 320,129
Issuances and settlements - net	<u>17,130</u>	<u>(34,987)</u>
Ending balance	<u>\$ 302,272</u>	<u>\$ 285,142</u>

7. Other Liabilities

It was determined that there were certain incorrect calculations of the vested percentage of former participants that resulted in an understatement of the participant's account balance available for distribution. The Plan administrator, with the assistance of the trustee, has determined the correct amounts. Amounts for prior years were transferred into former participants' accounts at the end of 2009 and amounts for 2009 will be transferred in 2010. Payments are being made in 2010 when pay-out instructions are received from the former participants. For any balance in which pay-out instructions are not received, the balance will be transferred by the end of 2010 to an IRA account administered by Bank of America, N.A. An accrual for \$192,600 at December 31, 2009 and \$136,300 at December 31, 2008 has been recorded for the additional amounts due; interest earned on the amounts; and Bank of America, N.A. fees to administer the pay-outs.

8. Related Party Transactions

Effective November 2, 2009, Merrill Lynch Trust Company, FSB, merged into Bank of America, N.A. and Bank of America, N.A. became the successor trustee of the Plan.

For 2009 and 2008, certain Plan investments are shares in common/collective trust funds and a pending settlement fund managed and held by Bank of America, N.A. Bank of America, N.A. is the trustee as defined by the Plan and provides custodial and administrative services; therefore, these transactions qualify as permitted party-in-interest transactions. Fees paid to the trustee for custodial and administrative services amounted to \$5,980 in 2009 and \$7,713 in 2008. Other Plan investments are shares in registered investment companies managed and held by BlackRock, Inc. Bank of America Corporation (parent company of Bank of America, N.A.) has a substantial economic interest in BlackRock, Inc.; therefore, fees paid (netted against dividends) for investment management, recordkeeping and other professional services also qualify as permitted party-in-interest transactions.

CAPGEMINI FINANCIAL SERVICES USA INC. 401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS

9. Tax Status

Upon selecting Bank of America, N.A., the Plan adopted the prototype plan offered by the trustee. The prototype plan has obtained an opinion letter dated June 4, 2002 in which the Internal Revenue Service stated that the Plan was in compliance with the applicable sections of the Internal Revenue Code. Accordingly, its income is exempt from federal income taxes.

10. Risks and Uncertainties

The Plan provides for investments that, in general, are exposed to various risks such as changes in interest rates and overall market volatility. Due to the level of risk associated with certain investment securities, it is 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 statement of net assets available for benefits.

11. Information Certified by the Plan's Trustee

The plan administrator has elected the method of annual reporting compliance permitted by Section 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The following information included in the financial statements and supplemental schedule was provided and certified by the Plan's trustee as complete and accurate:

- Investment balances as of December 31, 2009 and 2008
- Investment activity for the years ended December 31, 2009 and 2008
- Schedule of assets held at December 31, 2009

12. Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their employer contributions.

CAPGEMINI FINANCIAL SERVICES USA INC. 401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS

13. Differences between Financial Statements and Form 5500 Information

Differences between the 2009 Annual Return/Report of Employee Benefit Plan (Form 5500) filed with the Internal Revenue Service and the accompanying financial statements include the following:

	<u>2009</u>	<u>2008</u>
Net assets available for benefits per the financial statements	\$ 35,959,002	\$ 26,357,667
Adjustment from fair value to contract value for interest in a common/collective trust relating to fully benefit-responsive investment contracts	(400,266)	(745,240)
Excess contributions payable to participants	401,207	93,722
Benefits payable to former participant at December 31, 2009	<u>(19,472)</u>	<u>-</u>
Net assets available for benefits per the Form 5500	<u>\$ 35,940,471</u>	<u>\$ 25,706,149</u>
		<u>2009</u>
Net increase in net assets per the financial statements		\$ 9,601,335
Net adjustment from fair value to contract value for interest in a common/collective trust relating to fully benefit-responsive investment contracts:		
At December 31, 2009		(400,266)
At December 31, 2008		745,240
Excess contributions payable to participants:		
At December 31, 2009		401,207
At December 31, 2008		(93,722)
Benefits payable to former participant at December 31, 2009		<u>(19,472)</u>
Net increase in net assets per the Form 5500		<u>\$ 10,234,322</u>

14. Subsequent Events

In May, 2009, guidance was issued related to subsequent events that is intended to establish general standards of accounting for and disclosure of events that occur after the statement of net assets date but before financial statements are issued or available to be issued. Specifically, this guidance sets forth the period after the statement of net assets date during which the management of the Plan should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements. The Plan adopted this guidance during the year ended December 31, 2009. In accordance with this guidance, the Plan has evaluated subsequent events through August 18, 2010, the financial statements issuance date.

SUPPLEMENTARY SCHEDULE

CAPGEMINI FINANCIAL SERVICES USA INC. 401(K) RETIREMENT PLAN
 EIN: 36-6899979 Plan Number: 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
 December 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	(e) Current Value
	Registered investment companies:			
	JPMorgan Chase	JPMorgan Government Bond C1 A	**	\$ 1,666,110
	JPMorgan Chase	JPMorgan Government Bond C1 A GM	**	2,286,073
*	BlackRock, Inc.	BlackRock Small Cap Growth II C1 A	**	67,499
*	BlackRock, Inc.	BlackRock Large Cap Core C1 A	**	488,223
*	BlackRock, Inc.	BlackRock Large Cap Value C1 A	**	682,351
*	BlackRock, Inc.	BlackRock Large Cap Value C1 A GM	**	2,827,193
	Nuveen	Nuveen Tradewinds International Value C1 A	**	170,582
	Munder Capital	Munder Mid Cap Core Growth C1 A	**	402,150
	Munder Capital	Munder Mid Cap Core Growth C1 A GM	**	801,137
	Jennison	Jennison Health Sciences C1 A	**	287,562
	Mainstay Investments	Mainstay Large Cap Growth C1 R2	**	680,270
	Mainstay Investments	Mainstay Large Cap Growth C1 R2 GM	**	2,190,415
	Thornburg International	Thornburg International C1 R4	**	248,043
	AllianceBernstein	AllianceBernstein International Growth C1 A	**	1,804,386
	AllianceBernstein	AllianceBernstein International Growth C1 A GM	**	2,953,371
*	BlackRock, Inc.	BlackRock Small Cap Growth Equity C1 A	**	578,914
*	BlackRock, Inc.	BlackRock Small Cap Growth Equity C1 A GM	**	367,526
	Oppenheimer & Co., Inc.	Oppenheimer Developing Markets C1 A	**	1,403,466
	Ivy Funds Distributor, Inc.	Ivy Global Natural Resources Fund C1 A	**	886,662
	Pacific Investment Management	PIMCO Total Return C1 A	**	816,374
	Pacific Investment Management	PIMCO Total Return C1 A GM	**	2,642,071
*	BlackRock, Inc.	BlackRock S&P 500 Index C1 I	**	838,888
	AIM Investments	AIM Real Estate C1 A	**	352,528
	Goldman Sachs	Goldman Sachs High Yield C1 A	**	198,271
	Franklin Mutual	Franklin Mutual Financial Services C1 A	**	192,140
	Goldman Sachs	Goldman Sachs Mid Cap Value C1 A	**	699,702
	Goldman Sachs	Goldman Sachs Mid Cap Value C1 A GM	**	952,630
	AIM Investments	AIM European Growth C1 A	**	660,229
*	BlackRock, Inc.	BlackRock Global Science & Tech. Opportunities C1 A	**	74,634
	Oppenheimer & Co., Inc.	Oppenheimer Small & Mid Cap Value C1 A	**	764,659
	Oppenheimer & Co., Inc.	Oppenheimer Small & Mid Cap Value C1 A GM	**	534,490
	Van Kampen Investments	Van Kampen Equity & Income C1 A	**	416,478
				<u>29,935,027</u>
	Common/collective trusts:			
*	Bank of America, N.A.	Mid Cap Index Trust	**	117,153
*	Bank of America, N.A.	Retirement Preservation Trust	**	3,849,718
*	Bank of America, N.A.	Retirement Preservation Trust GM	**	1,636,284
				<u>5,603,155</u>
	Pending settlement fund and cash:			
*	Bank of America, N.A.	Pending settlement fund and cash	**	20,777
*	Participants' loans	Interest rates of 4.25% to 9.25%	**	302,272
				<u>\$ 35,861,231</u>

*Denotes a party-in-interest as defined in ERISA §3.14.

**Cost information not required due to participant-directed investments.

See independent auditor's report.

CAPGEMINI FINANCIAL SERVICES USA INC. 401(K) RETIREMENT PLAN
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See independent auditor's report.