Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

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:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
SQUARE D COMPANY SALARIED EMPLOYEES' PENSION PLAN

1b Three-digit plan number (PN) ▶ 099

1c Effective date of plan 03/31/1943

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
SCHNEIDER ELECTRIC USA, INC.

1415 S. ROSELLE ROAD
PALATINE, IL 60067

1415 S. ROSELLE ROAD
PALATINE, IL 60067

2b Employer Identification Number (EIN)
36-2440683

2c Sponsor's telephone number
847-397-2600

2d Business code (see instructions)
335900

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.	10/15/2010	KAREN HANSEN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2010	KAREN HANSEN
	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")
SCHNEIDER ELECTRIC USA, INC. EMPLOYEE BENEFITS ADMIN COMMITTEE

1415 S. ROSELLE ROAD
PALATINE, IL 60067

3b Administrator's EIN
62-1546626

3c Administrator's telephone number
847-397-2600

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
SQUARE D COMPANY

4b EIN
36-2440683

4c PN
099

5	Total number of participants at the beginning of the plan year	**5**	11774
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**	4591
b	Retired or separated participants receiving benefits	**6b**	4532
c	Other retired or separated participants entitled to future benefits	**6c**	5726
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	14849
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	694
f	Total. Add lines **6d** and **6e**	**6f**	15543
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	229
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 Characteristic Codes in the instructions:
1A 1G 1I 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)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

(1)	X	**H** (Financial Information)
(2)		**I** (Financial Information – Small Plan)
(3)		**A** (Insurance Information)
(4)	X	**C** (Service Provider Information)
(5)	X	**D** (DFE/Participating Plan Information)
(6)		**G** (Financial Transaction Schedules)

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

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

▶ **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
SQUARE D COMPANY SALARIED EMPLOYEES' PENSION PLAN

B Three-digit plan number (PN) ▶ 099

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
SCHNEIDER ELECTRIC USA, INC.

D Employer Identification Number (EIN)
36-2440683

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2009

2	Assets:			
a	Market value		**2a**	520639442
b	Actuarial value		**2b**	572703386
3	Funding target/participant count breakdown		**(1)** Number of participants	**(2)** Funding Target
a	For retired participants and beneficiaries receiving payment	**3a**	3603	276650911
b	For terminated vested participants	**3b**	4310	101336119
c	For active participants:			
	(1) Non-vested benefits	**3c(1)**		17617009
	(2) Vested benefits	**3c(2)**		204739397
	(3) Total active	**3c(3)**	3894	222356406
d	Total	**3d**	11807	600343436
4	If the plan is at-risk, check the box and complete items (a) and (b)	[ ]		
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 at-risk for fewer than five consecutive years and disregarding loading factor		**4b**	
5	Effective interest rate		**5**	8.17 %
6	Target normal cost		**6**	19167333

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

09/14/2010
Signature of actuary — Date

TIMOTHY ABRAMIC
Type or print name of actuary

08-06223
Most recent enrollment number

BUCK CONSULTANTS, LLC
Firm name

312-846-3000
Telephone number (including area code)

ONE NORTH DEARBORN, SUITE 1400
CHICAGO, IL 60602-4336
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 (Item 13 from prior year)	179148233	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	24635748	
9	Amount remaining (Item 7 minus item 8)	154512485	0
10	Interest on item 9 using prior year's actual return of -26.87 %	-41511324	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		0
b	Interest on (a) using prior year's effective rate of 6.32 %		0
c	Total available at beginning of current plan year to add to prefunding balance		0
d	Portion of (c) to be added to prefunding balance		0
12	Reduction in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12)	113001161	0

Part III Funding percentages

14	Funding target attainment percentage	14	76.57 %
15	Adjusted funding target attainment percentage	15	95.39 %
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	108.65 %
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)	0	18(c) 0

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 contribution 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? [X] Yes [ ] No

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

c If 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
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:

a Segment rates:

1st segment: %	2nd segment: %	3rd segment: %	[X] N/A, full yield curve used

b Applicable month (enter code) **21b**

22 Weighted average retirement age	**22**	62

23 Mortality table(s) (see instructions) [ ] Prescribed - combined [X] 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.		[X] Yes	[ ] No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.		[X] Yes	[ ] No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment		[X] Yes	[ ] No
27 If the plan is eligible for (and is using) 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 contribution for all prior years	**28**	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)	**29**	0
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	**30**	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	**31**		19167333
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 (item 31 + item 32a + item 32b – item 33)	**34**		19167333

	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	19167333	0	19167333

36 Additional cash requirement (item 34 minus item 35)	**36**	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	**37**	0
38 Interest-adjusted excess contributions for current year (see instructions)	**38**	0
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	**39**	0
40 Unpaid minimum required contribution for all years	**40**	0

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**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

A Name of plan
SQUARE D COMPANY SALARIED EMPLOYEES' PENSION PLAN

B Three-digit plan number (PN) ▶ 099

C Plan sponsor's name as shown on line 2a of Form 5500
SCHNEIDER ELECTRIC USA, INC.

D Employer Identification Number (EIN)
36-2440683

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

(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

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

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

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

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

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

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

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

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

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

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

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

RUSSELL TRUST COMPANY

91-1117282

(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?
21	INVESTMENT MANAGER	2282272	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

JP MORGAN

13-3200244

(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?
21	INVESTMENT MANAGER	951398	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

BUCK CONSULTANTS

13-2655989

(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	ACTUARY	325902	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

PRUDENTIAL REAL ESTATE INVESTORS

22-1211670

(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?
25	INVESTMENT MANAGER	106899	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

CITISTREET

04-3581074

(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?
25	TRUSTEE	59897	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

ELEANOR ROBERTS

36-2440683

(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?
35	EMPLOYEE	25118	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

STATE STREET

56-6484434

(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?
25	TRUSTEE	20898	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

K & M PRINTING

36-2896400

(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?
38	PRINTER	19542	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

ROBERTA FIELDS

36-2440683

(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?
35	EMPLOYEE	17063	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

ERNST & YOUNG

34-6565596

(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	AUDITOR	16950	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

CHRIS BOCHENEK

36-2440683

(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?
35	EMPLOYEE	13386	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

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

A Name of plan
SQUARE D COMPANY SALARIED EMPLOYEES' PENSION PLAN

B Three-digit plan number (PN) ▶ 099

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
SCHNEIDER ELECTRIC USA, INC.

D Employer Identification Number (EIN)
36-2440683

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: SQUARE D COMPANY COMMON TRUST

b Name of sponsor of entity listed in (a): SQUARE D COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
56-6484434-204	M	676530690

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

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 01/01/2009 and ending 12/31/2009

A Name of plan
SQUARE D COMPANY SALARIED EMPLOYEES' PENSION PLAN

B Three-digit plan number (PN) ▶ 099

C Plan sponsor's name as shown on line 2a of Form 5500
SCHNEIDER ELECTRIC USA, INC.

D Employer Identification Number (EIN)
36-2440683

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		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(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)	520639442	676530690
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	520639442	676530690
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	520639442	676530690

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)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(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)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		91042408
(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		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		91042408
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	34859422	
(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)		34859422
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	426283	
(2) Contract administrator fees	2i(2)	20898	
(3) Investment advisory and management fees	2i(3)	3340568	
(4) Other	2i(4)	55567	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		3843316
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		38702738
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		52339670
l Transfers of assets:			
(1) To this plan	2l(1)		103551578
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: ERNEST & YOUNG **(2)** EIN: 34-6565596

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

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

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 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.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		20000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i		X	
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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.

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

A Name of plan
SQUARE D COMPANY SALARIED EMPLOYEES' PENSION PLAN

B Three-digit plan number (PN) ▶ 099

C Plan sponsor's name as shown on line 2a of Form 5500
SCHNEIDER ELECTRIC USA, INC.

D Employer Identification Number (EIN)
36-2440683

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): _____ _____

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** 6

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☒ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year **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**

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):

---

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

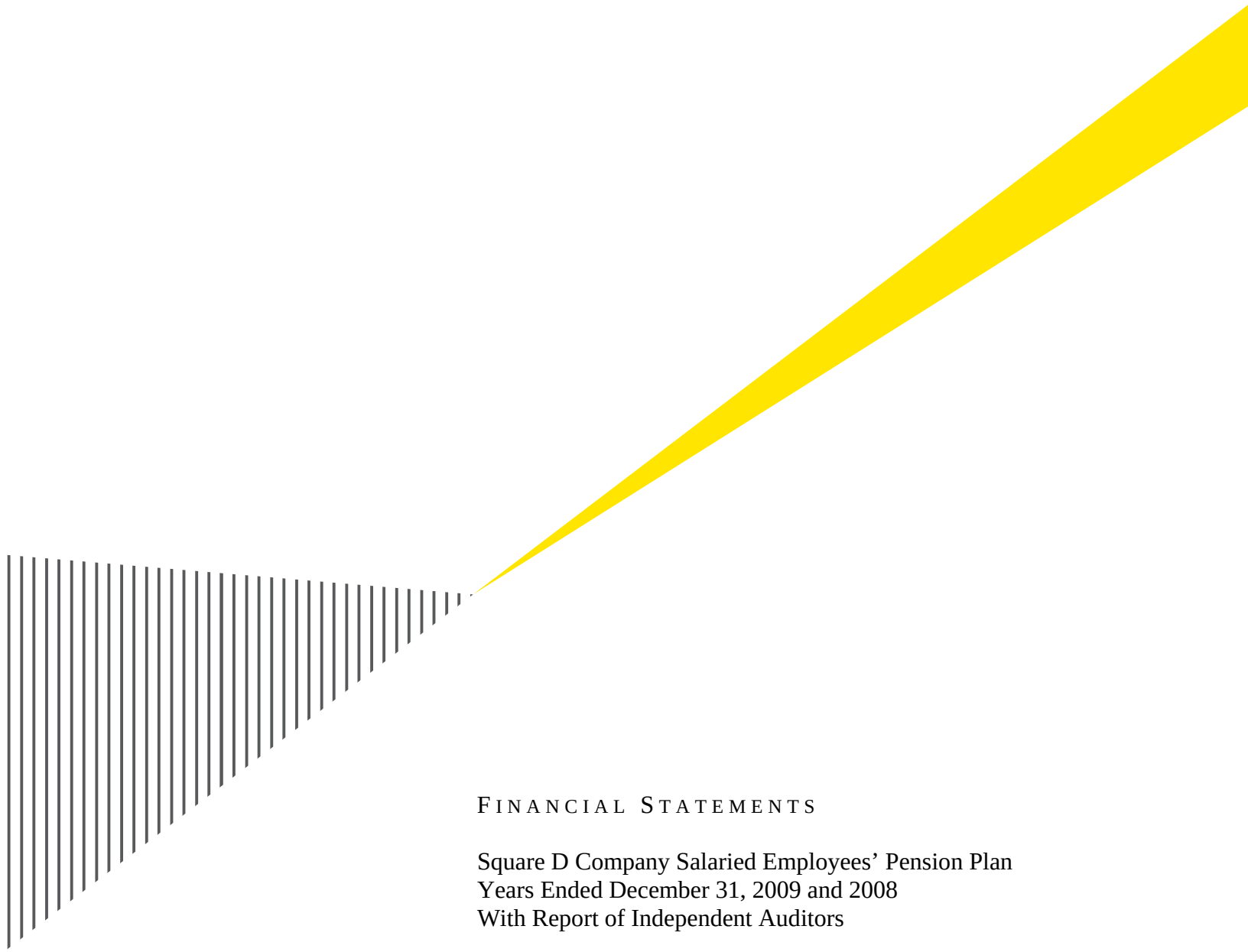
18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding 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: 50% Investment-Grade Debt: 7% High-Yield Debt: 2% Real Estate: 13% Other: 28%

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):



FINANCIAL STATEMENTS

Square D Company Salaried Employees' Pension Plan
Years Ended December 31, 2009 and 2008
With Report of Independent Auditors

Ernst & Young LLP

ERNST & YOUNG

Square D Company Salaried Employees' Pension Plan

Financial Statements

Years Ended December 31, 2009 and 2008

Contents

Report of Independent Auditors.....1

Financial Statements

Statements of Net Assets Available for Benefits.....2
Statements of Changes in Net Assets Available for Benefits.....3
Notes to Financial Statements.....4

Ernst & Young LLP
155 North Wacker Drive
Chicago, IL 60606-1787
Tel: +1 312 879 2000
Fax: +1 312 879 4000
www.ey.com

Report of Independent Auditors

The Employee Benefits Administrative Committee
Schneider Electric USA, Inc.

We were engaged to audit the accompanying statements of net assets available for benefits of the Square D Company Salaried Employees' Pension Plan as of December 31, 2009 and 2008, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements 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 investment information summarized in Note 7, which was certified by State Street Bank and Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of 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 taken as a whole. The form and content of the information included in the financial statements, other than that derived from the investment information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States 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.

Ernst & Young LLP

October 14, 2010

A member firm of Ernst & Young Global Limited

Square D Company Salaried Employees' Pension Plan

Statements of Net Assets Available for Benefits

	December 31	
	2009	**2008**
Assets		
Interest in Square D Company Common Trust, at fair value	**$ 676,530,690**	$ 520,639,442
Net assets available for benefits	**$ 676,530,690**	$ 520,639,442

See accompanying notes.

Square D Company Salaried Employees' Pension Plan

Statements of Changes in Net Assets Available for Benefits

	Year Ended December 31	
	2009	**2008**
Deductions		
Administrative expenses	**$ 3,843,316**	$ 4,669,812
Benefits paid to participants	**34,859,422**	32,277,208
Total deductions	**38,702,738**	36,947,020
Net investment gain (loss) from Square D Company Common Trust	**91,042,408**	(193,373,982)
Net increase (decrease) before transfers	**52,339,670**	(230,321,002)
Transfers from other plans	**103,551,578**	846,884
Net assets available for benefits:		
Beginning of year	**520,639,442**	750,113,560
End of year	**$ 676,530,690**	$ 520,639,442

See accompanying notes.

Square D Company Salaried Employees' Pension Plan

Notes to Financial Statements

December 31, 2009

1. Description of the Plan

The following description of the Square D Company Salaried Employees' Pension Plan (the Plan) is provided for general information purposes only. Participants should refer to the plan document for more complete information.

General

The Plan, established in 1943, is a noncontributory, defined-benefit pension plan, which provides retirement benefits for eligible salaried employees of Schneider Electric USA, Inc., formerly Square D Company (the Company) who are not participants in another Company-sponsored pension plan, except as noted below.

Employees hired or rehired on or after January 1, 2006, are not eligible to participate in the Plan. The Company amended the Plan in November 2009 to freeze accrued benefits as of December 31, 2009, and to fully vest all participants who were active participants as of December 31, 2009.

The Employee Benefits Administrative Committee of the Company controls and manages the operation and administration of the Plan. State Street Bank and Trust Company (the Trustee) serves as trustee of the Plan. The Plan is subject to provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan's investment assets are held in a trust account and consist of an undivided interest in an investment account of the Square D Company Common Trust (the Master Trust), a master trust established by the Company and administered by the Trustee.

Effective December 31, 2009, the Square D Company Consolidated Hourly Pension Plan (the Hourly Pension Plan) was merged into the Plan. Hourly Pension Plan assets of $103,551,578 were transferred into the Plan on December 31, 2009.

1. Description of the Plan (continued)

Pension Benefits

Under the Plan, employees retiring at their normal retirement date are entitled to defined-retirement benefits as specified in the plan document. Covered employees with five or more years of vesting service become fully vested in the Plan and are eligible for pension benefits upon attainment of retirement age or any time after age 55 with five or more years of vesting service on an actuarially equivalent basis.

The amount of benefits to be provided at the time of retirement depends upon an employee's years of benefit service, average earnings (as defined), age, and date of termination. The Plan also provides for early retirement, deferred retirement, and surviving spouse benefits. Pension benefits are provided to participants under several retirement options based upon years of continuous service and age.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States.

Use of Estimates

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

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.

2. Summary of Significant Accounting Policies (continued)

The Plan's contributions are made and the actuarial present value of accumulated plan benefits is 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 estimation and assumption processes, it is at least reasonably possible that changes in these estimates and assumptions in the near term could materially affect the amounts reported and disclosed in the financial statements.

Valuation of Investments and Income Recognition (Master Trust Fund)

The Plan's investments and those investments held in the Master Trust are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). See Note 8 for further 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.

Administrative Expenses

The Plan pays most of its administrative expenses. All other administrative expenses of the Plan are paid by the Company. The Plan's sponsor provides accounting and other administrative services to the Plan at no charge.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Subsequent Events

Management has evaluated subsequent events through October 14, 2010, the date the financial statements were available to be issued.

2. Summary of Significant Accounting Policies (continued)

New Accounting Pronouncements

In April 2009, the Financial Accounting Standards Board (FASB) issued FASB Staff Position (FSP) 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly*. FSP 157-4 amended FASB Statement No. 157 (codified as Accounting Standards Codification (ASC) 820) to provide additional guidance on estimating fair value when the volume and level of activity for an asset or liability have significantly decreased in relation to its normal market activity. FSP 157-4 also provided additional guidance on circumstances that may indicate that a transaction is not orderly and on defining major categories of debt and equity securities to comply with the disclosure requirements of ASC 820. The Plan adopted the guidance in FSP 157-4 for the reporting period ended December 31, 2009. Adoption of FSP 157-4 did not have a material effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

In May 2009, the FASB issued FASB Statement No. 165, *Subsequent Events*, which was codified into ASC 855, *Subsequent Events*, to provide general standards of accounting for and disclosure of events that occur after the balance sheet date, but before financial statements are issued or are available to be issued. ASC 855 was amended in February 2010. The Plan has adopted ASC 855, as amended.

In September 2009, the FASB issued Accounting Standards Update (ASU) 2009-12, *Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*. ASU 2009-12 amended ASC 820 to allow entities to use net asset value (NAV) per share (or its equivalent), as a practical expedient, to measure fair value when the investment does not have a readily determinable fair value and the NAV is calculated in a manner consistent with investment company accounting. The Plan adopted the guidance in ASU 2009-12 for the reporting period ended December 31, 2009, and has utilized the practical expedient to measure the fair value of investments within the scope of this guidance based on the investment's NAV. In addition, as a result of adopting ASU 2009-12, the Plan has provided additional disclosures regarding the nature and risks of investments within the scope of this guidance. Refer to Note 8 for these disclosures. Adoption of ASU 2009-12 did not have a material effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

2. Summary of Significant Accounting Policies (continued)

In January 2010, the FASB issued ASU 2010-06, *Improving Disclosures About Fair Value Measurements*. ASU 2010-06 amended ASC 820 to clarify certain existing fair value disclosures and require a number of additional disclosures. The guidance in ASU 2010-06 clarified that disclosures should be presented separately for each "class" of assets and liabilities measured at fair value and provided guidance on how to determine the appropriate classes of assets and liabilities to be presented. ASU 2010-06 also clarified the requirement for entities to disclose information about both the valuation techniques and inputs used in estimating Level 2 and Level 3 fair value measurements. In addition, ASU 2010-06 introduced new requirements to disclose the amounts (on a gross basis) and reasons for any significant transfers between Levels 1, 2, and 3 of the fair value hierarchy and present information regarding the purchases, sales, issuances, and settlements of Level 3 assets and liabilities on a gross basis. With the exception of the requirement to present changes in Level 3 measurements on a gross basis, which is delayed until 2011, the guidance in ASU 2010-06 becomes effective for reporting periods beginning after December 15, 2009. Plan management is currently evaluating the effect that the provisions of ASU 2010-06 will have on the Plan's financial statements.

3. Funding Policy

Contributions to provide benefits under the Plan are made solely by the Company. The Company's funding policy is to make cash contributions to the Plan in amounts as determined by the Plan's independent actuary. The Company met the minimum funding requirements of ERISA for the years ended December 31, 2009 and 2008.

4. Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan, in certain circumstances, to discontinue its contributions at any time and to terminate the Plan, subject to the provisions set forth in ERISA.

Should the Plan terminate at some future time, its net assets generally will not be available on a pro rata basis to provide participants' benefits. Whether a particular participant's accumulated plan benefits will be paid depends on both the priority of those benefits and the level of benefits guaranteed by the Pension Benefit Guaranty Corporation (PBGC) at that time. Some benefits may be fully or partially provided for by the then-existing assets and the PBGC guarantee, while other benefits may not be provided for at all.

5. Accumulated Plan Benefits

An independent actuary estimated the actuarial present value of accumulated plan benefits, which is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits earned by the participants 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 accumulated plan benefit information is as follows:

	December 31 2008
Actuarial present value of accumulated plan benefits:	
Vested benefits:	
Participants and beneficiaries currently receiving payments	$ 272,276,232
Other participants	290,593,362
	562,869,594
Nonvested benefits	16,216,776
	$ 579,086,370

The changes in accumulated plan benefits are as follows:

Accumulated plan benefits – December 31, 2007	$ 509,382,216
Changes during the year attributable to:	
Benefits accumulated	28,467,244
Assumption changes	29,090,905
Benefits paid	(32,277,208)
Increase for interest	44,423,213
Net increase	69,704,154
Accumulated plan benefits – December 31, 2008	$ 579,086,370

Accumulated plan benefit information does not reflect the merger of the Hourly Pension Plan on December 31, 2009. Total accumulated plan benefits of the Hourly Pension Plan as of December 31, 2008, were approximately $91 million.

5. Accumulated Plan Benefits (continued)

The significant actuarial assumptions used in the valuations were:

Assumed rate of return	2008 – 8.5% 2007 – 9.0%
Retirement age	55 to 70
Life expectancy of participants	2008 – IRS 2008 Applicable Mortality Table 2007 – RP-2000 Combined Mortality Table, the 1994 GAR Table used for valuing lump sums

These 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. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service (the IRS) dated July 10, 2003, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the IRS, the Plan was amended and restated. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended and restated, is qualified and the related trust is tax-exempt.

7. Master Trust

The investment in the Master Trust represents the Plan's undivided ownership of the net assets of the Master Trust, which have been accumulated through the Company's contributions and investment activity of the Master Trust, less benefit payments and any transfers to an insurance carrier. Use of the Master Trust permits the commingling of trust assets with the assets of other defined-benefit pension plans sponsored by the Company. Although assets of all plans are commingled in the Master Trust, the Trustee maintains supporting records for the purpose of allocating the net gain or loss of the investment account to the participating plans. The net investment income of the investment assets is allocated by the Trustee to each participating plan based on the relationship of the interest of each plan to the total of the interests of the participating plans.

All investment information disclosed in the accompanying financial statements, including investments held at December 31, 2009 and 2008, and net appreciation (depreciation) in fair value of investments, interest, dividends, and investment expenses for the years then ended, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by the Trustee.

At December 31, 2009 and 2008, the net assets of the Master Trust are summarized as follows:

	2009	**2008**
Investments, at fair value:		
Common stocks	**$ 388,150**	$ 172,795
Short-term investment funds	**193,712**	274,140
Private equity investment funds	**67,967,427**	74,493,331
Common/collective trust funds	**862,148,864**	768,290,622
Total investments	**930,698,153**	843,230,888
Receivable for securities sold	**–**	4,735,000
Dividend and interest receivable	**19**	273
Net assets	**$ 930,698,172**	$ 847,966,161
Plan's interest in the Master Trust	**62%** [(1)]	61%

[(1)] Plan's interest at December 31, 2009, prior to the merger of the Hourly Pension Plan into the Plan.

7. Master Trust (continued)

The net investment gain (loss) of the Master Trust for the years ended December 31, 2009 and 2008, is summarized below:

	2009	2008
Dividend and interest income	**$ 666,075**	$ 1,409,767
Net appreciation (depreciation) in fair value of investments:		
Common stocks	**215,354**	(355,932)
Private equity investment funds	**(12,422,828)**	(6,017,608)
Real estate investment trusts	**–**	236,056
Common/collective trust funds	**159,602,369**	(310,710,692)
Other	**43,948**	85,046
Net appreciation (depreciation)	**147,438,843**	(316,763,130)
Net investment gain (loss)	**$ 148,104,918**	$ (315,353,363)

8. Fair Value Measurements

ASC 820 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., an exit price). ASC 820 includes 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 and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible to the reporting entity at the measurement date for identical assets and liabilities.

8. Fair Value Measurements (continued)

Level 2 – Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 2 inputs include the following:

- Quoted prices for similar assets and liabilities in active markets.
- Quoted prices for identical or similar assets or liabilities in markets that are not active.
- Observable inputs other than quoted prices that are used in the valuation of the asset or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals).
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 – Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management's own assumption about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

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

The following is a description of the valuation methodologies used for assets and liabilities measured at fair value.

Common Stock: Valued at the closing price reported on the active market on which the individual securities are traded.

Private Equity Investment Funds: Valued at the NAV provided by the investment fund managers. The NAV is calculated using valuation models developed by the investment fund managers and independent third-party appraisals. There are various restrictions on the redemption of these investments. Certain funds may be redeemed with three months notice. Other funds, generally cannot be liquidated until the funds are terminated.

Common/Collective Trust Funds: Valued at the NAV provided by the administrators of the funds. The NAV is based on underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding.

Short-Term Investment Fund: Valued at cost, which represents fair value.

8. Fair Value Measurements (continued)

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

	2009			
	Level 1	**Level 2**	**Level 3**	**Total**
U.S. common stocks	**$ 388,150**	**$ –**	**$ –**	**$ 388,150**
Short-term investment fund	**–**	**193,712**	**–**	**193,712**
Private equity investment funds	**–**	**–**	**67,967,427**	**67,967,427**
Common/collective trust funds:				
Real estate (a)	**–**	**64,661,657**	**–**	**64,661,657**
Fixed income (b)	**–**	**311,663,694**	**–**	**311,663,694**
U.S. equities (c)	**–**	**296,771,993**	**–**	**296,771,993**
International equities (c)	**–**	**189,051,520**	**–**	**189,051,520**
Total assets at fair value	**$ 388,150**	**$ 862,342,576**	**$ 67,967,427**	**$ 930,698,153**

	2008			
	Level 1	**Level 2**	**Level 3**	**Total**
Common stocks	$ 172,795	$ –	$ –	$ 172,795
Short-term investment fund	–	274,140	–	274,140
Private equity investment funds	–	–	74,493,331	74,493,331
Common/collective trust funds	–	768,290,622	–	768,290,622
Total assets at fair value	$ 172,795	$ 768,564,762	$ 74,493,331	$ 843,230,888

(a) This category includes a common/collective trust fund that is designed to produce a relatively high level of current income combined with moderate appreciation potential. This fund is primarily invested in real estate investments owned directly or through partnership interests and mortgage loans or income producing real estate. A 45-day redemption notice is required to liquidate the fund. This category also includes a common/collective trust fund that is designed to generate a high level of total return through above-average income while maintaining the potential for capital appreciation. This fund is primarily invested in equity securities of issuers whose value is derived from development, management, and market pricing of underlying real estate properties. There are no redemption restrictions to liquidate this fund.

(b) This category includes common/collective trust funds that are designed to provide total return through investments in a diversified portfolio of investment-grade fixed income securities. The redemption notices range from 45 days to one year for these funds.

(c) This category includes common/collective trust funds that are designed to provide a diversified profile of equity securities and emphasis on capital appreciation over an extended period of time. The redemption notices range from 45 days to one year for these funds.

8. Fair Value Measurements (continued)

The table below sets forth a summary of changes in the fair value of the Master Trust's Level 3 assets as of December 31, 2009 and 2008:

	Private Equity Investment Funds
Balance, January 1, 2008	$ 66,475,547
Realized gains (losses)	(30,283)
Unrealized gains (losses) relating to instruments still held at the reporting date	(5,941,313)
Purchases, sales, issuances, and settlements, (net)	13,989,380
Balance, December 31, 2008	74,493,331
Realized gains (losses)	**(163,582)**
Unrealized gains (losses) relating to instruments still held at the reporting date	**(12,259,245)**
Purchases, sales, issuances, and settlements, (net)	**5,896,923**
Balance, December 31, 2009	**$ 67,967,427**

9. Subsequent Events

Effective January 1, 2010, the Plan name will change to Schneider Electric USA, Inc. Pension Plan.

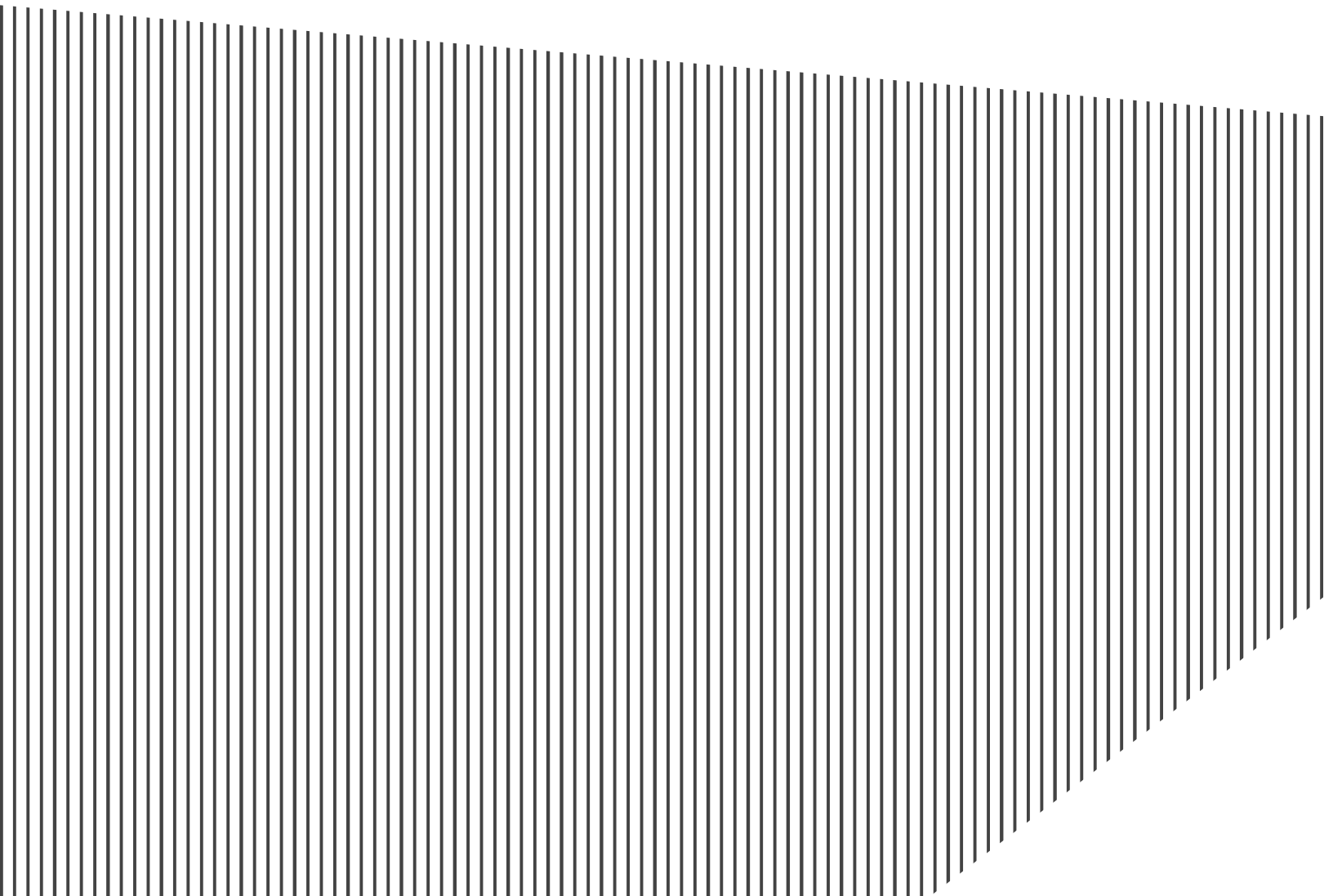
Ernst & Young LLP

Assurance | Tax | Transactions | Advisory

About Ernst & Young
Ernst & Young is a global leader in assurance, tax, transaction and advisory services. Worldwide, our 144,000 people are united by our shared values and an unwavering commitment to quality. We make a difference by helping our people, our clients and our wider communities achieve their potential.

For more information, please visit www.ey.com

Ernst & Young refers to the global organization of member firms of Ernst & Young Global Limited, each of which is a separate legal entity. Ernst & Young Global Limited, a UK company limited by guarantee, does not provide services to clients. This Report has been prepared by Ernst & Young LLP, a client serving member firm located in the United States.



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

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

▶ **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: Square D Company Salaried Employees' Pension Plan

B Three-digit plan number (PN) ▶ 099

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF: Schneider Electric USA, Inc.

D Employer Identification Number (EIN): 36-2440683

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 1 Day 1 Year 2009

2	Assets:			
	a Market value		**2a**	520,639,442
	b Actuarial value		**2b**	572,703,386
3	Funding target/participant count breakdown		**(1)** Number of participants	**(2)** Funding Target
	a For retired participants and beneficiaries receiving payment	**3a**	3,603	276,650,911
	b For terminated vested participants	**3b**	4,310	101,336,119
	c For active participants:			
	(1) Non-vested benefits	**3c(1)**		17,617,009
	(2) Vested benefits	**3c(2)**		204,739,397
	(3) Total active	**3c(3)**	3,894	222,356,406
	d Total	**3d**	11,807	600,343,436
4	If the plan is at-risk, check the box and complete items (a) and (b) [ ]			
	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 at-risk for fewer than five consecutive years and disregarding loading factor		**4b**	
5	Effective interest rate		**5**	8.17 %
6	Target normal cost		**6**	19,167,333

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

Tim Abramic — Signature of actuary

9-14-2010 — Date

Timothy Abramic — Type or print name of actuary

08-06223 — Most recent enrollment number

Buck Consultants, LLC — Firm name

(312)846-3000 — Telephone number (including area code)

One North Dearborn, Suite 1400

Chicago IL 60602-4336 — 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 (Item 13 from prior year)	179,148,233	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	24,635,748	
9	Amount remaining (Item 7 minus item 8)	154,512,485	0
10	Interest on item 9 using prior year's actual return of (26.87)%	(41,511,324)	
11	Prior year's excess contributions to be added to prefunding balance:		
	a Excess contributions (Item 38 from prior year)		0
	b Interest on (a) using prior year's effective rate of 6.32 %		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Reduction in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	113,001,161	0

Part III Funding percentages

14	Funding target attainment percentage	14	76.57 %
15	Adjusted funding target attainment percentage	15	95.39 %
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	108.65 %
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)	0	18(c) 0

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 contribution 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? [X] Yes [ ] No

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

c If 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
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:

a Segment rates:

1st segment: %	2nd segment: %	3rd segment: %	[X] N/A, full yield curve used

b Applicable month (enter code) **21b**

22 Weighted average retirement age	**22**	62

23 Mortality table(s) (see instructions) [ ] Prescribed - combined [X] 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		[X] Yes [ ] No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment		[X] Yes [ ] No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment		[X] Yes [ ] No
27 If the plan is eligible for (and is using) 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 contribution for all prior years	**28**	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)	**29**	0
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	**30**	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	**31**	19,167,333

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 (item 31 + item 32a + item 32b - item 33)	**34**	19,167,333

	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	19,167,333	0	19,167,333

36 Additional cash requirement (item 34 minus item 35)	**36**	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	**37**	0
38 Interest-adjusted excess contributions for current year (see instructions)	**38**	0
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	**39**	0
40 Unpaid minimum required contribution for all years	**40**	0

ATTACHMENT TO 2009 SCHEDULE SB (FORM 5500)
SQUARE D COMPANY SALARIED EMPLOYEES' PENSION PLAN
(PN: 099 EIN: 36-2440683)

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

Prescribed Funding Assumptions and Methods

Funding interest rates

Current Year:	Full yield curve as of valuation date with 2-month lookback. Effective average interest rate: 8.17%
Prior Year:	Full yield curve as of valuation date with 1-month lookback. Effective average interest rate: 6.32%

Mortality

Mortality tables mandated by PPA as specified in IRS Regulation 1.430(h)(3)-1, applied on a static basis, projected 7 years from the valuation date for annuitants and 15 years for non-annuitants.

Actuarial cost method

Unit Credit Method. The Funding Target is the present value of accrued benefits and based on compensation and service to date. The Target Normal Cost is the present value of benefits expected to be accrued during the current plan year, reflecting the effect of expected compensation increases during the year and including expected administrative expenses to be paid from plan assets during the year.

ATTACHMENT TO 2009 SCHEDULE SB (FORM 5500)
SQUARE D COMPANY SALARIED EMPLOYEES' PENSION PLAN
(PN: 099 EIN: 36-2440683)

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

Non-Prescribed Funding Assumptions and Methods

Salary increase assumption

For funding requirements and annual pension cost: Age-related salary scale with a weighted average of 4.5%. Illustrative salary increases are as follows:

Age	Increase
25	10.4%
30	8.4
35	7.9
40	6.4
45	5.4
50	4.4
55+	3.9

Social Security

Annual increase in maximum wage base: 3.5% per annum

Maximum Benefit Limitations

No increase.

Expenses

Expected plan administrative expenses of $390,000 were added to the Target Normal Cost

Form of payment

The underlying assumption is that 50% of future retirees will choose the life only option, while the remaining future retirees will choose a Joint and Survivor option.

Marital percentage

80% of participants are assumed to be married at death. Husbands are assumed to be 3 years older than their wives.

Mortality table

The mortality table is applied on a static basis. A separate annuitant and nonannuitant table was used.

ATTACHMENT TO 2009 SCHEDULE SB (FORM 5500)
SQUARE D COMPANY SALARIED EMPLOYEES' PENSION PLAN
(PN: 099 EIN: 36-2440683)

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

Non-Prescribed Funding Assumptions and Methods (continued)

Separation from Service before Normal Retirement

Illustrative rates of assumed separation from service are as follows:

	Annual Rate of:	
Age	Withdrawal	Early Retirement
25	18.3%	
30	12.2	
35	9.8	
40	8.5	
45	7.3	
50	6.1	
55		4.0%
56		2.5
57		4.5
58		4.5
59		4.5
60		15.0
61		15.0
62		35.0
63		20.0
64		20.0
65		
69		

Normal Retirement Rates

The rates of normal retirement are as follows:

Age	Annual Rate of Retirement
65	75%
66	35
67	35
68	35
69	35
70	100

ATTACHMENT TO 2009 SCHEDULE SB (FORM 5500)
SQUARE D COMPANY SALARIED EMPLOYEES' PENSION PLAN
(PN: 099 EIN: 36-2440683)

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

Non-Prescribed Funding Assumptions and Methods (continued)

Asset valuation method

For funding purposes: The Actuarial Value of Assets is determined using a method that defers recognition of 50% of the asset gains/(losses) until the following year. The asset gain/(loss) is determined over the last 12 month period. The gain/(loss) for each period is determined as the actual return during the period less the expected return based on an assumed earnings rate chosen by the actuary but required by PPA to be not greater than the applicable third segment rate. The resulting value is constrained to be within a corridor of 90% to 110% of market value. The discounted value of accrued contributions, if any, is included in the Actuarial Value of Assets.

DATA

Census and Assets

The valuation was based on data as of January 1, 2009 and does not take into account future participants. All census data was supplied by the Company and was subject to reasonable consistency checks. Asset data was supplied by State Street Bank, and was accepted unaudited.

Summary of Changes from the January 1, 2008 Valuation

The funding interest rate was changed from a 1-month lookback to a 2-month lookback.

The asset valuation method was changed from market value to a method that smoothes the gain/(loss) for the last 12 month period.

ATTACHMENT TO 2009 SCHEDULE SB (FORM 5500)
SQUARE D COMPANY SALARIED EMPLOYEES' PENSION PLAN
(PN: 099 EIN: 36-2440683)

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

Economic Assumptions

IRS Yield Curve for applicable month that is 2 months prior to the valuation date (i.e. for January, derived from daily yield curves during October).

Maturity	Yield	Maturity	Yield	Maturity	Yield	Maturity	Yield	Maturity	Yield
0.5	0.0545	20.5	0.0811	40.5	0.0717	60.5	0.0687	80.5	0.0672
1.0	0.0619	21.0	0.0806	41.0	0.0715	61.0	0.0686	81.0	0.0672
1.5	0.0683	21.5	0.0802	41.5	0.0714	61.5	0.0686	81.5	0.0671
2.0	0.0732	22.0	0.0797	42.0	0.0713	62.0	0.0685	82.0	0.0671
2.5	0.0764	22.5	0.0793	42.5	0.0712	62.5	0.0685	82.5	0.0671
3.0	0.0783	23.0	0.0789	43.0	0.0711	63.0	0.0685	83.0	0.0671
3.5	0.0795	23.5	0.0785	43.5	0.071	63.5	0.0684	83.5	0.067
4.0	0.0803	24.0	0.0781	44.0	0.0709	64.0	0.0684	84.0	0.067
4.5	0.0811	24.5	0.0777	44.5	0.0709	64.5	0.0683	84.5	0.067
5.0	0.0818	25.0	0.0774	45.0	0.0708	65.0	0.0683	85.0	0.067
5.5	0.0825	25.5	0.0771	45.5	0.0707	65.5	0.0682	85.5	0.0669
6.0	0.0833	26.0	0.0768	46.0	0.0706	66.0	0.0682	86.0	0.0669
6.5	0.0841	26.5	0.0765	46.5	0.0705	66.5	0.0681	86.5	0.0669
7.0	0.085	27.0	0.0762	47.0	0.0704	67.0	0.0681	87.0	0.0669
7.5	0.0857	27.5	0.0759	47.5	0.0703	67.5	0.0681	87.5	0.0668
8.0	0.0865	28.0	0.0757	48.0	0.0703	68.0	0.068	88.0	0.0668
8.5	0.0871	28.5	0.0754	48.5	0.0702	68.5	0.068	88.5	0.0668
9.0	0.0877	29.0	0.0752	49.0	0.0701	69.0	0.068	89.0	0.0668
9.5	0.0881	29.5	0.075	49.5	0.07	69.5	0.0679	89.5	0.0667
10.0	0.0885	30.0	0.0748	50.0	0.07	70.0	0.0679	90.0	0.0667
10.5	0.0887	30.5	0.0746	50.5	0.0699	70.5	0.0678	90.5	0.0667
11.0	0.0889	31.0	0.0744	51.0	0.0698	71.0	0.0678	91.0	0.0667
11.5	0.0889	31.5	0.0742	51.5	0.0697	71.5	0.0678	91.5	0.0667
12.0	0.0889	32.0	0.074	52.0	0.0697	72.0	0.0677	92.0	0.0666
12.5	0.0887	32.5	0.0739	52.5	0.0696	72.5	0.0677	92.5	0.0666
13.0	0.0885	33.0	0.0737	53.0	0.0695	73.0	0.0677	93.0	0.0666
13.5	0.0882	33.5	0.0735	53.5	0.0695	73.5	0.0676	93.5	0.0666
14.0	0.0879	34.0	0.0734	54.0	0.0694	74.0	0.0676	94.0	0.0666
14.5	0.0874	34.5	0.0732	54.5	0.0694	74.5	0.0676	94.5	0.0665
15.0	0.087	35.0	0.0731	55.0	0.0693	75.0	0.0675	95.0	0.0665
15.5	0.0865	35.5	0.0729	55.5	0.0692	75.5	0.0675	95.5	0.0665
16.0	0.086	36.0	0.0728	56.0	0.0692	76.0	0.0675	96.0	0.0665
16.5	0.0854	36.5	0.0726	56.5	0.0691	76.5	0.0674	96.5	0.0665
17.0	0.0849	37.0	0.0725	57.0	0.0691	77.0	0.0674	97.0	0.0664
17.5	0.0843	37.5	0.0724	57.5	0.069	77.5	0.0674	97.5	0.0664
18.0	0.0838	38.0	0.0722	58.0	0.0689	78.0	0.0673	98.0	0.0664
18.5	0.0832	38.5	0.0721	58.5	0.0689	78.5	0.0673	98.5	0.0664
19.0	0.0827	39.0	0.072	59.0	0.0688	79.0	0.0673	99.0	0.0664
19.5	0.0822	39.5	0.0719	59.5	0.0688	79.5	0.0673	99.5	0.0663
20.0	0.0816	40.0	0.0718	60.0	0.0687	80.0	0.0672	100.0	0.0663

ATTACHMENT TO 2009 SCHEDULE SB (FORM 5500)
SQUARE D COMPANY SALARIED EMPLOYEES' PENSION PLAN
(PN: 099 EIN: 36-2440683)

Schedule SB, Part V – Summary of Plan Provisions

PARTICIPATION

January 1, following date of hire. Those hired on or after January 1, 2006 are not eligible to participate.

BENEFITS

Normal Retirement Benefit

Eligibility

Age 65 with 5 years of service.

Amount

Accrued benefit equal to the greatest of (1), (2), or (3) below:

(1) The benefit accrued under the terms of the Plan as of February 28, 1995.
(2) The amount of (a) plus (b), times (c):
  (a) 1% of Average Monthly Compensation.
  (b) .45% of Average Monthly Compensation in excess of Covered Compensation.
  (c) Benefit service up to 30 years.
(3) $32 multiplied by benefit service.

The amounts above are based on the following definitions:

Average Monthly Compensation: The monthly average of compensation earned during four consecutive calendar years of employment out of the last ten consecutive calendar years, which produce the highest average.

Compensation: Total compensation, including Section 401(k) and Section 125 deferrals, except that bonuses are limited to 50% of base salary. Effective for compensation earned after January 1, 1996, bonuses are not limited to 50% of base salary. Compensation is subject to the limitations of IRC Section 401(a)(17). Effective for post-December 31, 2001 terminations, the $200,000 limit applies to all pre-2002 years of compensation.

Covered Compensation: The average of the Social Security taxable wage bases over the 35 year period ending in the year the participant attains Social Security retirement age, assuming no future increases in the wage base, the result divided by 12.

Benefit is frozen as of December 31, 2009.

ATTACHMENT TO 2009 SCHEDULE SB (FORM 5500)
SQUARE D COMPANY SALARIED EMPLOYEES' PENSION PLAN
(PN: 099 EIN: 36-2440683)

Schedule SB, Part V – Summary of Plan Provisions

Early Retirement Benefit

Eligibility	Age 55 with 10 years of service.
Amount	Accrued benefit payable at normal retirement age. If payment commences prior to normal retirement age, the amount is equal to the greater of (1) or (2) below: (1) The benefit accrued as of February 28, 1995 under the terms of the Plan at that time and reduced by 3/12% for each month that the payment commences before normal retirement age. (2) The benefit accrued at termination of employment reduced by 4/12% for each month that payment commences before normal retirement age. Benefit is frozen as of December 31, 2009.

Deferred Vested Benefit

Eligibility	5 years of service. Active participants on December 31, 2009 are deemed vested.
Amount	Accrued benefit payable at normal retirement age. Participant may elect to receive a reduced benefit commencing as early as age 55. The reduction is actuarial prior to normal retirement age. Benefit is frozen as of December 31, 2009.

Spouse's Benefit

Eligibility	Death after completion of 5 years of service.
Amount	50% of the accrued benefit had the participant elected a joint and 50% survivor annuity. A reduced payment may begin as early as the date the participant would have attained age 55.

Normal Form For unmarried participants, benefits are payable for life. For married participants, an actuarially reduced benefit payable which provides 50% of the benefit payable to the spouse if the participant predeceases the spouse. Optional forms are available on an actuarial equivalent basis.

ATTACHMENT TO 2009 SCHEDULE SB (FORM 5500)
SQUARE D COMPANY SALARIED EMPLOYEES' PENSION PLAN

(PN: 099 EIN: 36-2440683)

Schedule SB, Line 21b – Applicable Month of Discount Rate

The discount rate is full yield curve with a 2 month lookback. Line 21b is left blank because EFAST2 generates an error when 2 appears in line 21b and Full Yield Curve is checked in line 21a.

ATTACHMENT TO 2009 SCHEDULE SB (FORM 5500)
SQUARE D COMPANY SALARIED EMPLOYEES' PENSION PLAN

(PN: 099 EIN: 36-2440683)

Schedule SB, Line 22 – Description of Weighted Average Retirement Age

This age is derived by applying, for an employee with the characteristics of an average new entrant to the plan, the following formula, modified so that the " ½" is not used for t = FRA-ERA.

$$\frac{\sum_{t=0}^{FRA-ERA} ({}_tp_{ERA}) * (q^r_{ERA+t}) * (ERA + t + 1/2)}{\sum_{t=0}^{FRA-ERA} ({}_tp_{ERA}) * (q^r_{ERA+t})}$$

where FRA = age everyone is assumed to retire
ERA = earliest retirement age
${}_tp_{ERA}$ = probability of surviving to age ERA + t
q^r_{ERA+t} = probability of retiring at age ERA + t

Early and Normal Retirement Rates:

The rates of early and normal retirement are as follows:

Age	Annual Rate of Retirement
55	4.0%
56	2.5
57	4.5
58	4.5
59	4.5
60	15.0
61	15.0
62	35.0
63	20.0
64	20.0
65	75.0
66	35.0
67	35.0
68	35.0
69	35.0
70	100.0

ATTACHMENT TO 2009 SCHEDULE SB (FORM 5500)
SQUARE D COMPANY SALARIED EMPLOYEES' PENSION PLAN

(PN: 099 EIN: 36-2440683)

Schedule SB, Line 24 –Change in Actuarial Assumptions

An expense load of $390,000 has been added to the Target Normal Cost for 2009. No expense load was applied for 2008.

ATTACHMENT TO 2009 SCHEDULE SB (FORM 5500)
SQUARE D COMPANY SALARIED EMPLOYEES' PENSION PLAN

(PN: 099 EIN: 36-2440683)

Schedule SB, Line 25 –Change in Method

The calculation of the Actuarial Value of Assets was changed from Market Value to a method that spreads investment gains or losses over a period of 12 months.

Square D Company Salaried Employees' Pension Plan
EIN/PN: 36-2440683 / 099

Schedule SB, Line 26 - Schedule of Active Participant Data

	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 & up		
Attained		Avg		Avg		Avg		Avg		Avg		Avg		Avg		Avg		Avg		Avg	
Age	No.	Comp	No.	Comp	No.	Comp	No.	Comp	No.	Comp	No.	Comp	No.	Comp	No.	Comp	No.	Comp	No.	Comp	Total
Under 25			3																		**3**
25 to 29			78	61,890	22	60,188															**100**
30 to 34			83	69,762	104	73,667	54	83,209													**241**
35 to 39			84	88,103	139	75,021	194	82,763	32	80,683	1										**450**
40 to 44			84	92,726	118	89,933	203	93,677	122	105,188	78	105,536	1								**606**
45 to 49			71	92,843	104	85,167	172	90,363	135	100,643	192	116,226	58	108,586	10						**742**
50 to 54			48	102,037	73	91,934	172	89,635	115	98,069	92	97,874	148	105,021	113	92,711	12				**773**
55 to 59			23	93,427	53	77,387	95	88,606	84	92,883	56	87,356	57	111,622	116	104,519	122	87,476	4		**610**
60 to 64			15		25	69,491	42	90,422	38	87,172	26	81,989	17		30	87,298	93	108,464	22	99,327	**308**
65 to 69			2		5		13		3		2		4		3		7		17		**56**
70 & up									1								1		3		**5**
Total			**491**		**643**		**945**		**530**		**447**		**285**		**272**		**235**		**46**		**3894**

ATTACHMENT TO 2009 SCHEDULE SB (FORM 5500)
SQUARE D COMPANY SALARIED EMPLOYEES' PENSION PLAN

(PN: 099 EIN: 36-2440683)

Schedule SB, Line 22 – Description of Weighted Average Retirement Age

This age is derived by applying, for an employee with the characteristics of an average new entrant to the plan, the following formula, modified so that the " ½" is not used for t = FRA-ERA.

$$\frac{\sum_{t=0}^{FRA-ERA} ({}_tp_{ERA}) * (q^r_{ERA+t}) * (ERA + t + 1/2)}{\sum_{t=0}^{FRA-ERA} ({}_tp_{ERA}) * (q^r_{ERA+t})}$$

where FRA = age everyone is assumed to retire
ERA = earliest retirement age
${}_tp_{ERA}$ = probability of surviving to age ERA + t
q^r_{ERA+t} = probability of retiring at age ERA + t

Early and Normal Retirement Rates:

The rates of early and normal retirement are as follows:

Age	Annual Rate of Retirement
55	4.0%
56	2.5
57	4.5
58	4.5
59	4.5
60	15.0
61	15.0
62	35.0
63	20.0
64	20.0
65	75.0
66	35.0
67	35.0
68	35.0
69	35.0
70	100.0

ATTACHMENT TO 2009 SCHEDULE SB (FORM 5500)
SQUARE D COMPANY SALARIED EMPLOYEES' PENSION PLAN

(PN: 099 EIN: 36-2440683)

Schedule SB, Line 24 –Change in Actuarial Assumptions

An expense load of $390,000 has been added to the Target Normal Cost for 2009. No expense load was applied for 2008.

ATTACHMENT TO 2009 SCHEDULE SB (FORM 5500)
SQUARE D COMPANY SALARIED EMPLOYEES' PENSION PLAN

(PN: 099 EIN: 36-2440683)

Schedule SB, Line 25 –Change in Method

The calculation of the Actuarial Value of Assets was changed from Market Value to a method that spreads investment gains or losses over a period of 12 months.

Square D Company Salaried Employees' Pension Plan
EIN/PN: 36-2440683 / 099

Schedule SB, Line 26 - Schedule of Active Participant Data

	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 & up		
Attained Age	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	Total
Under 25			3																		**3**
25 to 29			78	61,890	22	60,188															**100**
30 to 34			83	69,762	104	73,667	54	83,209													**241**
35 to 39			84	88,103	139	75,021	194	82,763	32	80,683	1										**450**
40 to 44			84	92,726	118	89,933	203	93,677	122	105,188	78	105,536	1								**606**
45 to 49			71	92,843	104	85,167	172	90,363	135	100,643	192	116,226	58	108,586	10						**742**
50 to 54			48	102,037	73	91,934	172	89,635	115	98,069	92	97,874	148	105,021	113	92,711	12				**773**
55 to 59			23	93,427	53	77,387	95	88,606	84	92,883	56	87,356	57	111,622	116	104,519	122	87,476	4		**610**
60 to 64			15		25	69,491	42	90,422	38	87,172	26	81,989	17		30	87,298	93	108,464	22	99,327	**308**
65 to 69			2		5		13		3		2		4		3		7		17		**56**
70 & up									1								1		3		**5**
Total			**491**		**643**		**945**		**530**		**447**		**285**		**272**		**235**		**46**		**3894**

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

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

▶ **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: Square D Company Salaried Employees' Pension Plan

B Three-digit plan number (PN) ▶ 099

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF: Schneider Electric USA, Inc.

D Employer Identification Number (EIN): 36-2440683

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 1 Day 1 Year 2009

2	Assets:			
	a Market value		**2a**	520,639,442
	b Actuarial value		**2b**	572,703,386
3	Funding target/participant count breakdown		**(1)** Number of participants	**(2)** Funding Target
	a For retired participants and beneficiaries receiving payment	**3a**	3,603	276,650,911
	b For terminated vested participants	**3b**	4,310	101,336,119
	c For active participants:			
	(1) Non-vested benefits	**3c(1)**		17,617,009
	(2) Vested benefits	**3c(2)**		204,739,397
	(3) Total active	**3c(3)**	3,894	222,356,406
	d Total	**3d**	11,807	600,343,436
4	If the plan is at-risk, check the box and complete items (a) and (b) [ ]			
	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 at-risk for fewer than five consecutive years and disregarding loading factor		**4b**	
5	Effective interest rate		**5**	8.17 %
6	Target normal cost		**6**	19,167,333

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

Tim Abramic — Signature of actuary

9-14-2010 — Date

Timothy Abramic — Type or print name of actuary

08-06223 — Most recent enrollment number

Buck Consultants, LLC — Firm name

(312)846-3000 — Telephone number (including area code)

One North Dearborn, Suite 1400

Chicago IL 60602-4336 — 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 (Item 13 from prior year)	179,148,233	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	24,635,748	
9	Amount remaining (Item 7 minus item 8)	154,512,485	0
10	Interest on item 9 using prior year's actual return of (26.87)%	(41,511,324)	
11	Prior year's excess contributions to be added to prefunding balance:		
	a Excess contributions (Item 38 from prior year)		0
	b Interest on (a) using prior year's effective rate of 6.32 %		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Reduction in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	113,001,161	0

Part III Funding percentages

14	Funding target attainment percentage	14	76.57 %
15	Adjusted funding target attainment percentage	15	95.39 %
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	108.65 %
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)	0	18(c) 0

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 contribution 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? [X] Yes [ ] No

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

c If 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
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:

a Segment rates:

1st segment: %	2nd segment: %	3rd segment: %	[X] N/A, full yield curve used

b Applicable month (enter code) **21b**

22 Weighted average retirement age	**22**	62

23 Mortality table(s) (see instructions) [ ] Prescribed - combined [X] 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		[X] Yes [ ] No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment		[X] Yes [ ] No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment		[X] Yes [ ] No
27 If the plan is eligible for (and is using) 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 contribution for all prior years	**28**	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)	**29**	0
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	**30**	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	**31**	19,167,333

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 (item 31 + item 32a + item 32b - item 33)	**34**	19,167,333

	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	19,167,333	0	19,167,333

36 Additional cash requirement (item 34 minus item 35)	**36**	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	**37**	0
38 Interest-adjusted excess contributions for current year (see instructions)	**38**	0
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	**39**	0
40 Unpaid minimum required contribution for all years	**40**	0

ATTACHMENT TO 2009 SCHEDULE SB (FORM 5500)
SQUARE D COMPANY SALARIED EMPLOYEES' PENSION PLAN
(PN: 099 EIN: 36-2440683)

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

Prescribed Funding Assumptions and Methods

Funding interest rates

Current Year:	Full yield curve as of valuation date with 2-month lookback. Effective average interest rate: 8.17%
Prior Year:	Full yield curve as of valuation date with 1-month lookback. Effective average interest rate: 6.32%

Mortality

Mortality tables mandated by PPA as specified in IRS Regulation 1.430(h)(3)-1, applied on a static basis, projected 7 years from the valuation date for annuitants and 15 years for non-annuitants.

Actuarial cost method

Unit Credit Method. The Funding Target is the present value of accrued benefits and based on compensation and service to date. The Target Normal Cost is the present value of benefits expected to be accrued during the current plan year, reflecting the effect of expected compensation increases during the year and including expected administrative expenses to be paid from plan assets during the year.

ATTACHMENT TO 2009 SCHEDULE SB (FORM 5500)
SQUARE D COMPANY SALARIED EMPLOYEES' PENSION PLAN
(PN: 099 EIN: 36-2440683)

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

Non-Prescribed Funding Assumptions and Methods

Salary increase assumption

For funding requirements and annual pension cost: Age-related salary scale with a weighted average of 4.5%. Illustrative salary increases are as follows:

Age	Increase
25	10.4%
30	8.4
35	7.9
40	6.4
45	5.4
50	4.4
55+	3.9

Social Security

Annual increase in maximum wage base: 3.5% per annum

Maximum Benefit Limitations

No increase.

Expenses

Expected plan administrative expenses of $390,000 were added to the Target Normal Cost

Form of payment

The underlying assumption is that 50% of future retirees will choose the life only option, while the remaining future retirees will choose a Joint and Survivor option.

Marital percentage

80% of participants are assumed to be married at death. Husbands are assumed to be 3 years older than their wives.

Mortality table

The mortality table is applied on a static basis. A separate annuitant and nonannuitant table was used.

ATTACHMENT TO 2009 SCHEDULE SB (FORM 5500)
SQUARE D COMPANY SALARIED EMPLOYEES' PENSION PLAN
(PN: 099 EIN: 36-2440683)

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

Non-Prescribed Funding Assumptions and Methods (continued)

Separation from Service before Normal Retirement

Illustrative rates of assumed separation from service are as follows:

	Annual Rate of:	
Age	Withdrawal	Early Retirement
25	18.3%	
30	12.2	
35	9.8	
40	8.5	
45	7.3	
50	6.1	
55		4.0%
56		2.5
57		4.5
58		4.5
59		4.5
60		15.0
61		15.0
62		35.0
63		20.0
64		20.0
65		
69		

Normal Retirement Rates

The rates of normal retirement are as follows:

Age	Annual Rate of Retirement
65	75%
66	35
67	35
68	35
69	35
70	100

ATTACHMENT TO 2009 SCHEDULE SB (FORM 5500)
SQUARE D COMPANY SALARIED EMPLOYEES' PENSION PLAN
(PN: 099 EIN: 36-2440683)

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

Non-Prescribed Funding Assumptions and Methods (continued)

Asset valuation method

For funding purposes: The Actuarial Value of Assets is determined using a method that defers recognition of 50% of the asset gains/(losses) until the following year. The asset gain/(loss) is determined over the last 12 month period. The gain/(loss) for each period is determined as the actual return during the period less the expected return based on an assumed earnings rate chosen by the actuary but required by PPA to be not greater than the applicable third segment rate. The resulting value is constrained to be within a corridor of 90% to 110% of market value. The discounted value of accrued contributions, if any, is included in the Actuarial Value of Assets.

DATA

Census and Assets

The valuation was based on data as of January 1, 2009 and does not take into account future participants. All census data was supplied by the Company and was subject to reasonable consistency checks. Asset data was supplied by State Street Bank, and was accepted unaudited.

Summary of Changes from the January 1, 2008 Valuation

The funding interest rate was changed from a 1-month lookback to a 2-month lookback.

The asset valuation method was changed from market value to a method that smoothes the gain/(loss) for the last 12 month period.

ATTACHMENT TO 2009 SCHEDULE SB (FORM 5500)
SQUARE D COMPANY SALARIED EMPLOYEES' PENSION PLAN
(PN: 099 EIN: 36-2440683)

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

Economic Assumptions

IRS Yield Curve for applicable month that is 2 months prior to the valuation date (i.e. for January, derived from daily yield curves during October).

Maturity	Yield	Maturity	Yield	Maturity	Yield	Maturity	Yield	Maturity	Yield
0.5	0.0545	20.5	0.0811	40.5	0.0717	60.5	0.0687	80.5	0.0672
1.0	0.0619	21.0	0.0806	41.0	0.0715	61.0	0.0686	81.0	0.0672
1.5	0.0683	21.5	0.0802	41.5	0.0714	61.5	0.0686	81.5	0.0671
2.0	0.0732	22.0	0.0797	42.0	0.0713	62.0	0.0685	82.0	0.0671
2.5	0.0764	22.5	0.0793	42.5	0.0712	62.5	0.0685	82.5	0.0671
3.0	0.0783	23.0	0.0789	43.0	0.0711	63.0	0.0685	83.0	0.0671
3.5	0.0795	23.5	0.0785	43.5	0.071	63.5	0.0684	83.5	0.067
4.0	0.0803	24.0	0.0781	44.0	0.0709	64.0	0.0684	84.0	0.067
4.5	0.0811	24.5	0.0777	44.5	0.0709	64.5	0.0683	84.5	0.067
5.0	0.0818	25.0	0.0774	45.0	0.0708	65.0	0.0683	85.0	0.067
5.5	0.0825	25.5	0.0771	45.5	0.0707	65.5	0.0682	85.5	0.0669
6.0	0.0833	26.0	0.0768	46.0	0.0706	66.0	0.0682	86.0	0.0669
6.5	0.0841	26.5	0.0765	46.5	0.0705	66.5	0.0681	86.5	0.0669
7.0	0.085	27.0	0.0762	47.0	0.0704	67.0	0.0681	87.0	0.0669
7.5	0.0857	27.5	0.0759	47.5	0.0703	67.5	0.0681	87.5	0.0668
8.0	0.0865	28.0	0.0757	48.0	0.0703	68.0	0.068	88.0	0.0668
8.5	0.0871	28.5	0.0754	48.5	0.0702	68.5	0.068	88.5	0.0668
9.0	0.0877	29.0	0.0752	49.0	0.0701	69.0	0.068	89.0	0.0668
9.5	0.0881	29.5	0.075	49.5	0.07	69.5	0.0679	89.5	0.0667
10.0	0.0885	30.0	0.0748	50.0	0.07	70.0	0.0679	90.0	0.0667
10.5	0.0887	30.5	0.0746	50.5	0.0699	70.5	0.0678	90.5	0.0667
11.0	0.0889	31.0	0.0744	51.0	0.0698	71.0	0.0678	91.0	0.0667
11.5	0.0889	31.5	0.0742	51.5	0.0697	71.5	0.0678	91.5	0.0667
12.0	0.0889	32.0	0.074	52.0	0.0697	72.0	0.0677	92.0	0.0666
12.5	0.0887	32.5	0.0739	52.5	0.0696	72.5	0.0677	92.5	0.0666
13.0	0.0885	33.0	0.0737	53.0	0.0695	73.0	0.0677	93.0	0.0666
13.5	0.0882	33.5	0.0735	53.5	0.0695	73.5	0.0676	93.5	0.0666
14.0	0.0879	34.0	0.0734	54.0	0.0694	74.0	0.0676	94.0	0.0666
14.5	0.0874	34.5	0.0732	54.5	0.0694	74.5	0.0676	94.5	0.0665
15.0	0.087	35.0	0.0731	55.0	0.0693	75.0	0.0675	95.0	0.0665
15.5	0.0865	35.5	0.0729	55.5	0.0692	75.5	0.0675	95.5	0.0665
16.0	0.086	36.0	0.0728	56.0	0.0692	76.0	0.0675	96.0	0.0665
16.5	0.0854	36.5	0.0726	56.5	0.0691	76.5	0.0674	96.5	0.0665
17.0	0.0849	37.0	0.0725	57.0	0.0691	77.0	0.0674	97.0	0.0664
17.5	0.0843	37.5	0.0724	57.5	0.069	77.5	0.0674	97.5	0.0664
18.0	0.0838	38.0	0.0722	58.0	0.0689	78.0	0.0673	98.0	0.0664
18.5	0.0832	38.5	0.0721	58.5	0.0689	78.5	0.0673	98.5	0.0664
19.0	0.0827	39.0	0.072	59.0	0.0688	79.0	0.0673	99.0	0.0664
19.5	0.0822	39.5	0.0719	59.5	0.0688	79.5	0.0673	99.5	0.0663
20.0	0.0816	40.0	0.0718	60.0	0.0687	80.0	0.0672	100.0	0.0663

ATTACHMENT TO 2009 SCHEDULE SB (FORM 5500)
SQUARE D COMPANY SALARIED EMPLOYEES' PENSION PLAN
(PN: 099 EIN: 36-2440683)

Schedule SB, Part V – Summary of Plan Provisions

PARTICIPATION

January 1, following date of hire. Those hired on or after January 1, 2006 are not eligible to participate.

BENEFITS

Normal Retirement Benefit

Eligibility

Age 65 with 5 years of service.

Amount

Accrued benefit equal to the greatest of (1), (2), or (3) below:

(1) The benefit accrued under the terms of the Plan as of February 28, 1995.
(2) The amount of (a) plus (b), times (c):
  (a) 1% of Average Monthly Compensation.
  (b) .45% of Average Monthly Compensation in excess of Covered Compensation.
  (c) Benefit service up to 30 years.
(3) $32 multiplied by benefit service.

The amounts above are based on the following definitions:

Average Monthly Compensation: The monthly average of compensation earned during four consecutive calendar years of employment out of the last ten consecutive calendar years, which produce the highest average.

Compensation: Total compensation, including Section 401(k) and Section 125 deferrals, except that bonuses are limited to 50% of base salary. Effective for compensation earned after January 1, 1996, bonuses are not limited to 50% of base salary. Compensation is subject to the limitations of IRC Section 401(a)(17). Effective for post-December 31, 2001 terminations, the $200,000 limit applies to all pre-2002 years of compensation.

Covered Compensation: The average of the Social Security taxable wage bases over the 35 year period ending in the year the participant attains Social Security retirement age, assuming no future increases in the wage base, the result divided by 12.

Benefit is frozen as of December 31, 2009.

ATTACHMENT TO 2009 SCHEDULE SB (FORM 5500)
SQUARE D COMPANY SALARIED EMPLOYEES' PENSION PLAN
(PN: 099 EIN: 36-2440683)

Schedule SB, Part V – Summary of Plan Provisions

Early Retirement Benefit

Eligibility	Age 55 with 10 years of service.
Amount	Accrued benefit payable at normal retirement age. If payment commences prior to normal retirement age, the amount is equal to the greater of (1) or (2) below: (1) The benefit accrued as of February 28, 1995 under the terms of the Plan at that time and reduced by 3/12% for each month that the payment commences before normal retirement age. (2) The benefit accrued at termination of employment reduced by 4/12% for each month that payment commences before normal retirement age. Benefit is frozen as of December 31, 2009.

Deferred Vested Benefit

Eligibility	5 years of service. Active participants on December 31, 2009 are deemed vested.
Amount	Accrued benefit payable at normal retirement age. Participant may elect to receive a reduced benefit commencing as early as age 55. The reduction is actuarial prior to normal retirement age. Benefit is frozen as of December 31, 2009.

Spouse's Benefit

Eligibility	Death after completion of 5 years of service.
Amount	50% of the accrued benefit had the participant elected a joint and 50% survivor annuity. A reduced payment may begin as early as the date the participant would have attained age 55.

Normal Form For unmarried participants, benefits are payable for life. For married participants, an actuarially reduced benefit payable which provides 50% of the benefit payable to the spouse if the participant predeceases the spouse. Optional forms are available on an actuarial equivalent basis.

ATTACHMENT TO 2009 SCHEDULE SB (FORM 5500)
SQUARE D COMPANY SALARIED EMPLOYEES' PENSION PLAN

(PN: 099 EIN: 36-2440683)

Schedule SB, Line 21b – Applicable Month of Discount Rate

The discount rate is full yield curve with a 2 month lookback. Line 21b is left blank because EFAST2 generates an error when 2 appears in line 21b and Full Yield Curve is checked in line 21a.

ATTACHMENT TO 2009 SCHEDULE SB (FORM 5500)
SQUARE D COMPANY SALARIED EMPLOYEES' PENSION PLAN

(PN: 099 EIN: 36-2440683)

Schedule SB, Line 22 – Description of Weighted Average Retirement Age

This age is derived by applying, for an employee with the characteristics of an average new entrant to the plan, the following formula, modified so that the " ½" is not used for t = FRA-ERA.

$$\frac{\sum_{t=0}^{FRA-ERA} ({}_tp_{ERA}) * (q^r_{ERA+t}) * (ERA + t + 1/2)}{\sum_{t=0}^{FRA-ERA} ({}_tp_{ERA}) * (q^r_{ERA+t})}$$

where FRA = age everyone is assumed to retire
ERA = earliest retirement age
${}_tp_{ERA}$ = probability of surviving to age ERA + t
q^r_{ERA+t} = probability of retiring at age ERA + t

Early and Normal Retirement Rates:

The rates of early and normal retirement are as follows:

Age	Annual Rate of Retirement
55	4.0%
56	2.5
57	4.5
58	4.5
59	4.5
60	15.0
61	15.0
62	35.0
63	20.0
64	20.0
65	75.0
66	35.0
67	35.0
68	35.0
69	35.0
70	100.0

ATTACHMENT TO 2009 SCHEDULE SB (FORM 5500)
SQUARE D COMPANY SALARIED EMPLOYEES' PENSION PLAN

(PN: 099 EIN: 36-2440683)

Schedule SB, Line 24 –Change in Actuarial Assumptions

An expense load of $390,000 has been added to the Target Normal Cost for 2009. No expense load was applied for 2008.

ATTACHMENT TO 2009 SCHEDULE SB (FORM 5500)
SQUARE D COMPANY SALARIED EMPLOYEES' PENSION PLAN

(PN: 099 EIN: 36-2440683)

Schedule SB, Line 25 –Change in Method

The calculation of the Actuarial Value of Assets was changed from Market Value to a method that spreads investment gains or losses over a period of 12 months.

Square D Company Salaried Employees' Pension Plan
EIN/PN: 36-2440683 / 099

Schedule SB, Line 26 - Schedule of Active Participant Data

	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 & up		
Attained		Avg		Avg		Avg		Avg		Avg		Avg		Avg		Avg		Avg		Avg	
Age	No.	Comp	No.	Comp	No.	Comp	No.	Comp	No.	Comp	No.	Comp	No.	Comp	No.	Comp	No.	Comp	No.	Comp	Total
Under 25			3																		**3**
25 to 29			78	61,890	22	60,188															**100**
30 to 34			83	69,762	104	73,667	54	83,209													**241**
35 to 39			84	88,103	139	75,021	194	82,763	32	80,683	1										**450**
40 to 44			84	92,726	118	89,933	203	93,677	122	105,188	78	105,536	1								**606**
45 to 49			71	92,843	104	85,167	172	90,363	135	100,643	192	116,226	58	108,586	10						**742**
50 to 54			48	102,037	73	91,934	172	89,635	115	98,069	92	97,874	148	105,021	113	92,711	12				**773**
55 to 59			23	93,427	53	77,387	95	88,606	84	92,883	56	87,356	57	111,622	116	104,519	122	87,476	4		**610**
60 to 64			15		25	69,491	42	90,422	38	87,172	26	81,989	17		30	87,298	93	108,464	22	99,327	**308**
65 to 69			2		5		13		3		2		4		3		7		17		**56**
70 & up									1								1		3		**5**
Total			**491**		**643**		**945**		**530**		**447**		**285**		**272**		**235**		**46**		**3894**

ATTACHMENT TO 2009 SCHEDULE SB (FORM 5500)
SQUARE D COMPANY SALARIED EMPLOYEES' PENSION PLAN
(PN: 099 EIN: 36-2440683)

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

Prescribed Funding Assumptions and Methods

Funding interest rates

Current Year:	Full yield curve as of valuation date with 2-month lookback. Effective average interest rate: 8.17%
Prior Year:	Full yield curve as of valuation date with 1-month lookback. Effective average interest rate: 6.32%

Mortality

Mortality tables mandated by PPA as specified in IRS Regulation 1.430(h)(3)-1, applied on a static basis, projected 7 years from the valuation date for annuitants and 15 years for non-annuitants.

Actuarial cost method

Unit Credit Method. The Funding Target is the present value of accrued benefits and based on compensation and service to date. The Target Normal Cost is the present value of benefits expected to be accrued during the current plan year, reflecting the effect of expected compensation increases during the year and including expected administrative expenses to be paid from plan assets during the year.

ATTACHMENT TO 2009 SCHEDULE SB (FORM 5500)
SQUARE D COMPANY SALARIED EMPLOYEES' PENSION PLAN

(PN: 099 EIN: 36-2440683)

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

Non-Prescribed Funding Assumptions and Methods

Salary increase assumption

For funding requirements and annual pension cost: Age-related salary scale with a weighted average of 4.5%. Illustrative salary increases are as follows:

Age	Increase
25	10.4%
30	8.4
35	7.9
40	6.4
45	5.4
50	4.4
55+	3.9

Social Security

Annual increase in maximum wage base: 3.5% per annum

Maximum Benefit Limitations

No increase.

Expenses

Expected plan administrative expenses of $390,000 were added to the Target Normal Cost

Form of payment

The underlying assumption is that 50% of future retirees will choose the life only option, while the remaining future retirees will choose a Joint and Survivor option.

Marital percentage

80% of participants are assumed to be married at death. Husbands are assumed to be 3 years older than their wives.

Mortality table

The mortality table is applied on a static basis. A separate annuitant and nonannuitant table was used.

ATTACHMENT TO 2009 SCHEDULE SB (FORM 5500)
SQUARE D COMPANY SALARIED EMPLOYEES' PENSION PLAN

(PN: 099 EIN: 36-2440683)

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

Non-Prescribed Funding Assumptions and Methods (continued)

Separation from Service before Normal Retirement

Illustrative rates of assumed separation from service are as follows:

	Annual Rate of:	
Age	Withdrawal	Early Retirement
25	18.3%	
30	12.2	
35	9.8	
40	8.5	
45	7.3	
50	6.1	
55		4.0%
56		2.5
57		4.5
58		4.5
59		4.5
60		15.0
61		15.0
62		35.0
63		20.0
64		20.0
65		
69		

Normal Retirement Rates

The rates of normal retirement are as follows:

Age	Annual Rate of Retirement
65	75%
66	35
67	35
68	35
69	35
70	100

ATTACHMENT TO 2009 SCHEDULE SB (FORM 5500)
SQUARE D COMPANY SALARIED EMPLOYEES' PENSION PLAN
(PN: 099 EIN: 36-2440683)

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

Non-Prescribed Funding Assumptions and Methods (continued)

Asset valuation method

For funding purposes: The Actuarial Value of Assets is determined using a method that defers recognition of 50% of the asset gains/(losses) until the following year. The asset gain/(loss) is determined over the last 12 month period. The gain/(loss) for each period is determined as the actual return during the period less the expected return based on an assumed earnings rate chosen by the actuary but required by PPA to be not greater than the applicable third segment rate. The resulting value is constrained to be within a corridor of 90% to 110% of market value. The discounted value of accrued contributions, if any, is included in the Actuarial Value of Assets.

DATA

Census and Assets

The valuation was based on data as of January 1, 2009 and does not take into account future participants. All census data was supplied by the Company and was subject to reasonable consistency checks. Asset data was supplied by State Street Bank, and was accepted unaudited.

Summary of Changes from the January 1, 2008 Valuation

The funding interest rate was changed from a 1-month lookback to a 2-month lookback.

The asset valuation method was changed from market value to a method that smoothes the gain/(loss) for the last 12 month period.

ATTACHMENT TO 2009 SCHEDULE SB (FORM 5500)
SQUARE D COMPANY SALARIED EMPLOYEES' PENSION PLAN
(PN: 099 EIN: 36-2440683)
Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

Economic Assumptions

IRS Yield Curve for applicable month that is 2 months prior to the valuation date (i.e. for January, derived from daily yield curves during October).

Maturity	Yield	Maturity	Yield	Maturity	Yield	Maturity	Yield	Maturity	Yield
0.5	0.0545	20.5	0.0811	40.5	0.0717	60.5	0.0687	80.5	0.0672
1.0	0.0619	21.0	0.0806	41.0	0.0715	61.0	0.0686	81.0	0.0672
1.5	0.0683	21.5	0.0802	41.5	0.0714	61.5	0.0686	81.5	0.0671
2.0	0.0732	22.0	0.0797	42.0	0.0713	62.0	0.0685	82.0	0.0671
2.5	0.0764	22.5	0.0793	42.5	0.0712	62.5	0.0685	82.5	0.0671
3.0	0.0783	23.0	0.0789	43.0	0.0711	63.0	0.0685	83.0	0.0671
3.5	0.0795	23.5	0.0785	43.5	0.071	63.5	0.0684	83.5	0.067
4.0	0.0803	24.0	0.0781	44.0	0.0709	64.0	0.0684	84.0	0.067
4.5	0.0811	24.5	0.0777	44.5	0.0709	64.5	0.0683	84.5	0.067
5.0	0.0818	25.0	0.0774	45.0	0.0708	65.0	0.0683	85.0	0.067
5.5	0.0825	25.5	0.0771	45.5	0.0707	65.5	0.0682	85.5	0.0669
6.0	0.0833	26.0	0.0768	46.0	0.0706	66.0	0.0682	86.0	0.0669
6.5	0.0841	26.5	0.0765	46.5	0.0705	66.5	0.0681	86.5	0.0669
7.0	0.085	27.0	0.0762	47.0	0.0704	67.0	0.0681	87.0	0.0669
7.5	0.0857	27.5	0.0759	47.5	0.0703	67.5	0.0681	87.5	0.0668
8.0	0.0865	28.0	0.0757	48.0	0.0703	68.0	0.068	88.0	0.0668
8.5	0.0871	28.5	0.0754	48.5	0.0702	68.5	0.068	88.5	0.0668
9.0	0.0877	29.0	0.0752	49.0	0.0701	69.0	0.068	89.0	0.0668
9.5	0.0881	29.5	0.075	49.5	0.07	69.5	0.0679	89.5	0.0667
10.0	0.0885	30.0	0.0748	50.0	0.07	70.0	0.0679	90.0	0.0667
10.5	0.0887	30.5	0.0746	50.5	0.0699	70.5	0.0678	90.5	0.0667
11.0	0.0889	31.0	0.0744	51.0	0.0698	71.0	0.0678	91.0	0.0667
11.5	0.0889	31.5	0.0742	51.5	0.0697	71.5	0.0678	91.5	0.0667
12.0	0.0889	32.0	0.074	52.0	0.0697	72.0	0.0677	92.0	0.0666
12.5	0.0887	32.5	0.0739	52.5	0.0696	72.5	0.0677	92.5	0.0666
13.0	0.0885	33.0	0.0737	53.0	0.0695	73.0	0.0677	93.0	0.0666
13.5	0.0882	33.5	0.0735	53.5	0.0695	73.5	0.0676	93.5	0.0666
14.0	0.0879	34.0	0.0734	54.0	0.0694	74.0	0.0676	94.0	0.0666
14.5	0.0874	34.5	0.0732	54.5	0.0694	74.5	0.0676	94.5	0.0665
15.0	0.087	35.0	0.0731	55.0	0.0693	75.0	0.0675	95.0	0.0665
15.5	0.0865	35.5	0.0729	55.5	0.0692	75.5	0.0675	95.5	0.0665
16.0	0.086	36.0	0.0728	56.0	0.0692	76.0	0.0675	96.0	0.0665
16.5	0.0854	36.5	0.0726	56.5	0.0691	76.5	0.0674	96.5	0.0665
17.0	0.0849	37.0	0.0725	57.0	0.0691	77.0	0.0674	97.0	0.0664
17.5	0.0843	37.5	0.0724	57.5	0.069	77.5	0.0674	97.5	0.0664
18.0	0.0838	38.0	0.0722	58.0	0.0689	78.0	0.0673	98.0	0.0664
18.5	0.0832	38.5	0.0721	58.5	0.0689	78.5	0.0673	98.5	0.0664
19.0	0.0827	39.0	0.072	59.0	0.0688	79.0	0.0673	99.0	0.0664
19.5	0.0822	39.5	0.0719	59.5	0.0688	79.5	0.0673	99.5	0.0663
20.0	0.0816	40.0	0.0718	60.0	0.0687	80.0	0.0672	100.0	0.0663

ATTACHMENT TO 2009 SCHEDULE SB (FORM 5500)
SQUARE D COMPANY SALARIED EMPLOYEES' PENSION PLAN
(PN: 099 EIN: 36-2440683)

Schedule SB, Part V – Summary of Plan Provisions

PARTICIPATION

January 1, following date of hire. Those hired on or after January 1, 2006 are not eligible to participate.

BENEFITS

Normal Retirement Benefit

Eligibility

Age 65 with 5 years of service.

Amount

Accrued benefit equal to the greatest of (1), (2), or (3) below:

(1) The benefit accrued under the terms of the Plan as of February 28, 1995.
(2) The amount of (a) plus (b), times (c):
  (a) 1% of Average Monthly Compensation.
  (b) .45% of Average Monthly Compensation in excess of Covered Compensation.
  (c) Benefit service up to 30 years.
(3) $32 multiplied by benefit service.

The amounts above are based on the following definitions:

Average Monthly Compensation: The monthly average of compensation earned during four consecutive calendar years of employment out of the last ten consecutive calendar years, which produce the highest average.

Compensation: Total compensation, including Section 401(k) and Section 125 deferrals, except that bonuses are limited to 50% of base salary. Effective for compensation earned after January 1, 1996, bonuses are not limited to 50% of base salary. Compensation is subject to the limitations of IRC Section 401(a)(17). Effective for post-December 31, 2001 terminations, the $200,000 limit applies to all pre-2002 years of compensation.

Covered Compensation: The average of the Social Security taxable wage bases over the 35 year period ending in the year the participant attains Social Security retirement age, assuming no future increases in the wage base, the result divided by 12.

Benefit is frozen as of December 31, 2009.

ATTACHMENT TO 2009 SCHEDULE SB (FORM 5500)
SQUARE D COMPANY SALARIED EMPLOYEES' PENSION PLAN
(PN: 099 EIN: 36-2440683)

Schedule SB, Part V – Summary of Plan Provisions

Early Retirement Benefit

Eligibility	Age 55 with 10 years of service.
Amount	Accrued benefit payable at normal retirement age. If payment commences prior to normal retirement age, the amount is equal to the greater of (1) or (2) below: (1) The benefit accrued as of February 28, 1995 under the terms of the Plan at that time and reduced by 3/12% for each month that the payment commences before normal retirement age. (2) The benefit accrued at termination of employment reduced by 4/12% for each month that payment commences before normal retirement age. Benefit is frozen as of December 31, 2009.

Deferred Vested Benefit

Eligibility	5 years of service. Active participants on December 31, 2009 are deemed vested.
Amount	Accrued benefit payable at normal retirement age. Participant may elect to receive a reduced benefit commencing as early as age 55. The reduction is actuarial prior to normal retirement age. Benefit is frozen as of December 31, 2009.

Spouse's Benefit

Eligibility	Death after completion of 5 years of service.
Amount	50% of the accrued benefit had the participant elected a joint and 50% survivor annuity. A reduced payment may begin as early as the date the participant would have attained age 55.

Normal Form For unmarried participants, benefits are payable for life. For married participants, an actuarially reduced benefit payable which provides 50% of the benefit payable to the spouse if the participant predeceases the spouse. Optional forms are available on an actuarial equivalent basis.