

<div>Form 5500</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Annual Return/Report of Employee Benefit Plan</div> <div>This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ Complete all entries in accordance with the instructions to the Form 5500.</div>	<div>OMB Nos. 1210-0110 1210-0089</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
--	--	---

Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009	
A	This return/report is for: <div><div>☐ a multiemployer plan;</div><div>☒ a single-employer plan;</div><div>☐ a multiple-employer plan; or</div><div>☐ a DFE (specify) ____</div></div>
B	This return/report is: <div><div>☐ the first return/report;</div><div>☐ the final return/report;</div><div>☐ an amended return/report;</div><div>☐ a short plan year return/report (less than 12 months).</div></div>
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: <div><div>☒ Form 5558;</div><div>☐ automatic extension;</div><div>☐ the DFVC program;</div><div>☐ special extension (enter description)</div></div>

Part II	Basic Plan Information—enter all requested information
1a	Name of plan CAPGEMINI 401(K) PROFIT SHARING PLAN
1b	Three-digit plan number (PN) ▶ 002
1c	Effective date of plan 05/23/2000
2a	Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) CAPGEMINI U.S. LLC 623 FIFTH AVENUE 33RD NEW YORK, NY 10022
2b	Employer Identification Number (EIN) 22-3712959
2c	Sponsor's telephone number 212-314-3100
2d	Business code (see instructions) 541600

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	BARRY DRAIFINGER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") CAPGEMINI U.S. LLC 623 FIFTH AVENUE 33RD NEW YORK, NY 10022	3b Administrator's EIN 22-3712959 3c Administrator's telephone number 212-314-3100
---	---

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

5 Total number of participants at the beginning of the plan year	5	12008
---	----------	-------

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	6743
b Retired or separated participants receiving benefits.....	6b	7
c Other retired or separated participants entitled to future benefits.....	6c	4689
d Subtotal. Add lines 6a , 6b , and 6c	6d	11439
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	21
f Total. Add lines 6d and 6e	6f	11460
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	8176
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	637

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:

2A 2E 2F 2J 2K 3F 3H

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

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
---	---

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	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 CAPGEMINI 401(K) PROFIT SHARING PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 CAPGEMINI U.S. LLC	D Employer Identification Number (EIN) 22-3712959	

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
FIDELITY INVESTMENTS
04-3532603

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
THE VANGUARD GROUP, INC.
23-1945930

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
AMERICAN FUNDS SERVICE COMPANY
P.O. BOX 2280 NORFOLK, VA 23501

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
BARON CAPITAL, INC.
767 FIFTH AVENUE NEW YORK, NY 10153

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

ROYCE AND ASSOCIATES, LLC

745 FIFTH AVENUE
NEW YORK, NY 10151

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

JANUS

P.O. BOX 173375
DENVER, CO 80217

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

DWS INVESTMENTS DISTRIBUTORS, INC.

222 SOUTH RIVERSIDE PLAZA
CHICAGO, IL 60606

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

RAINIER INVESTMENT MANAGEMENT, INC.

615 E MICHIGAN ST
3RD FLOOR
MILWAUKEE, WI 53202

(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)

HEWITT ASSOCIATES LLC

36-2235791

(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?
50 15	NONE	1553685	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

STATE STREET CORPORATION

04-2456637

(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?
50 21	TRUSTEE	66749	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

STATE STREET GLOBAL ADVISORS

04-1867445

(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?
50 51 28	NONE	49493	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

EISNERAMPER LLP

13-1639826

(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?
50 10 16	NONE	28500	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information <p style="text-align: center;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center;">▶ File as an attachment to Form 5500.</p>	<small>OMB No. 1210-0110</small> <hr/> <p style="text-align: center; font-size: 1.2em;">2009</p> <hr/> <p style="text-align: center;">This Form is Open to Public Inspection.</p>		
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009				
A Name of plan CAPGEMINI 401(K) PROFIT SHARING PLAN	B Three-digit plan number (PN) ▶	002		
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 CAPGEMINI U.S. LLC	D Employer Identification Number (EIN) 22-3712959			
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;">Part I</td> <td>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)</td> </tr> </table>			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)
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: STATE STREET SHORT TERM INVEST FUND				
b Name of sponsor of entity listed in (a): STATE STREET BANK				
c EIN-PN 04-0025081-156	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3657147		
a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY MIP II CLASS 3				
b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY				
c EIN-PN 04-3022712-025	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 103253879		
a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA LIFETIME INCOME				
b Name of sponsor of entity listed in (a): STATE STREET BANK				
c EIN-PN 04-0025081-538	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1544349		
a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA 2010 STRATEGY				
b Name of sponsor of entity listed in (a): STATE STREET BANK				
c EIN-PN 04-0025081-539	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2861774		
a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA 2020 STRATEGY				
b Name of sponsor of entity listed in (a): STATE STREET BANK				
c EIN-PN 04-0025081-540	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6838711		
a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA 2030 STRATEGY				
b Name of sponsor of entity listed in (a): STATE STREET BANK				
c EIN-PN 04-0025081-541	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5671214		
a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA 2040 STRATEGY				
b Name of sponsor of entity listed in (a): STATE STREET BANK				
c EIN-PN 04-0025081-542	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7643391		

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>		
A Name of plan <u>CAPGEMINI 401(K) PROFIT SHARING PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CAPGEMINI U.S. LLC</u>	D Employer Identification Number (EIN) <u>22-3712959</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	16423274	16131858
	(2) Participant contributions	1b(2)	832136	0
	(3) Other	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1230338	0
	(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)	104700	0
	(B) Common	1c(4)(B)	37236881	0
	(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)	6293303	6336374
	(9) Value of interest in common/collective trusts	1c(9)	130104916	131470465
	(10) Value of interest in pooled separate accounts	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	276841148	438446793
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	469066696	592385490

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	256980	94227
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	256980	94227

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	468809716	592291263
---	-----------	-----------	-----------

Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	18313986	
(B) Participants	2a(1)(B)	29929498	
(C) Others (including rollovers)	2a(1)(C)	957858	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		49201342

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)	396424	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		396424

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	13532	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	7686814	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		7700346

(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)	-70863	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-70863
(6) Net investment gain (loss) from common/collective trusts	2b(6)		9313330
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		103209820
c Other income.....	2c		516751
d Total income. Add all income amounts in column (b) and enter total.....	2d		170267150

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	45157901	
(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)		45157901
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		-70725
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	1698427	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1698427
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		46785603

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		123481547
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: EISNERAMPER LLP

(2) EIN: 13-1639826

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

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

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

5b(1) Name of plan(s)

5b(2) EIN(s)

5b(3) PN(s)

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 <u>CAPGEMINI 401(K) PROFIT SHARING PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CAPGEMINI U.S. LLC</u>	D Employer Identification Number (EIN) <u>22-3712959</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-3581074</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____	If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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

Schedule R (Form 5500) 2009
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

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

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

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

**Capgemini
401(k) Profit Sharing Plan
Financial Statements and
Supplemental Schedule
December 31, 2009 and 2008**

Capgemini
401(k) Profit Sharing Plan
Index

	Page(s)
Report of Independent Auditors.....	1
Financial Statements	
Statements of Net Assets Available for Benefits December 31, 2009 and 2008.....	2
Statement of Changes in Net Assets Available for Benefits Year Ended December 31, 2009	3
Notes to Financial Statements.....	4-14
Supplemental Schedule	
Schedule of Assets (Held at End of Year) December 31, 2009	15
Note: Other schedules required by Section 2520.103-10 of the Department of Labor’s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act (“ERISA”) of 1974 have been omitted because they are not applicable.	

REPORT OF INDEPENDENT AUDITORS

To the Participants and Administrator of the
Capgemini 401(k) Profit Sharing Plan

We were engaged to audit the accompanying statement of net assets available for benefits of the Capgemini 401(k) Profit Sharing Plan (the "Plan") as of December 31, 2009, the related statement of changes in net assets available for benefits for the year then ended, and the supplemental schedule of assets (held at end of year) as of December 31, 2009. These financial statements and supplemental schedule are the responsibility of the Plan's management. Amper, Politziner & Mattia, LLP, whose practice was combined with the practice of Eisner LLP to form EisnerAmper LLP as of August 16, 2010, was engaged to audit the 2008 financial statements of the Plan. 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 Amper, Politziner & Mattia, LLP not to perform, and they did not perform, any auditing procedures with respect to the information certified by State Street Bank & Trust, the trustee of the Plan. Their report, dated October 15, 2009, indicated that (a) because of the significance of the information that they did not audit, they were unable to, and did not, express an opinion on the 2008 financial statements taken as a whole and (b) the form and content of the 2008 information included in the financial statements, other than that derived from the information certified by the Trustee, were 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.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information discussed in Note 4, which was certified by State Street Bank and Trust, the trustee of the Plan, except for comparing such information with the related information included in the 2009 financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of and for the year ended December 31, 2009, that the information provided to the Plan administrator by the trustee is complete and accurate.

Because of the significance of the information in the Plan's 2009 financial statements and supplemental schedule that we did not audit, we are unable to, and do not, express an opinion on the accompanying 2009 financial statements and supplemental schedule taken as a whole. The form and content of the information included in the 2009 financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

EisnerAmper LLP

Edison, New Jersey
October 14, 2010

Capgemini
401(k) Profit Sharing Plan
Statements of Net Assets Available for Benefits
December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
Assets		
Investments, at fair value		
Cash and cash equivalents	\$ -	\$ 1,230,338
Common stock	-	37,236,881
Preferred stock	-	104,700
Mutual funds	438,446,793	276,841,148
Common/collective trusts	131,470,465	130,104,916
Participant loans	<u>6,354,040</u>	<u>6,381,694</u>
Total investments	576,271,298	451,899,677
 Receivables		
Participant contribution receivable	-	832,136
Employer matching contribution receivable	-	227,000
Employer profit sharing contribution receivable	<u>16,131,858</u>	<u>16,196,274</u>
	<u>16,131,858</u>	<u>17,255,410</u>
 Total assets	592,403,156	469,155,087
 Liabilities		
Accrued expenses	<u>94,227</u>	<u>256,980</u>
Total liabilities	94,227	256,980
 Net assets available for benefits, at fair value	592,308,929	468,898,107
 Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>1,295,451</u>	<u>4,188,723</u>
 Net assets available for benefits	<u><u>\$ 593,604,380</u></u>	<u><u>\$ 473,086,830</u></u>

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

Capgemini
401(k) Profit Sharing Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2009

Additions

Additions to net assets attributed to

Investment income	
Interest	\$ 396,424
Dividends	9,867,810
Other income	516,751
Net appreciation in fair value of investments	<u>107,391,551</u>
Total investment income	118,172,536

Contributions

Employer	18,313,986
Participants	29,929,498
Rollovers	<u>957,858</u>
Total contributions	49,201,342

Total additions	167,373,878
-----------------	-------------

Deductions

Deductions from net assets attributed to

Benefits paid directly to participants	45,157,901
Administrative expenses	<u>1,698,427</u>
Total deductions	<u>46,856,328</u>

Net increase	120,517,550
--------------	-------------

Net assets available for benefits

Beginning of year	<u>473,086,830</u>
End of year	<u><u>\$ 593,604,380</u></u>

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

Capgemini
401(k) Profit Sharing Plan
Notes to Financial Statements
December 31, 2009 and 2008

1. Description of Plan

The following description of the Capgemini (the “Company”) 401(k) Profit Sharing Plan (the “Plan”) provides general information only. Participants should refer to the Summary Plan Agreement for more complete information regarding the Plan’s provisions.

General

The Plan was established on May 23, 2000 (the date of inception) to provide retirement benefits to all employees of the Company. The Plan is a defined contribution 401(k) profit sharing plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”) and is sponsored by the Company.

Eligibility

The employees of the Company are eligible for membership on the completion of two months of service with the Company, and after attaining the age of 21. Employees are eligible for employer matching contributions on the completion of one year of service.

Participant Accounts and Contributions

Participants may elect to contribute 1% to 18% of their annual compensation to the Plan, not to exceed \$16,500. Participants direct the investment of their contributions into various investment options offered by the Plan. The Company matches 25% to 50% of the first 6% of participants’ actual contribution based on years of service.

Each participant’s account is credited with the participant’s and employer’s contributions and an allocation of Plan earnings and expenses. Allocations are based upon the participant’s proportionate share of assets in the Plan.

Vesting

Participants are immediately vested in their voluntary contribution account plus actual earnings thereon and such balances are not subject to forfeiture for any reason.

Vesting in the Company’s matching contribution portion of participant accounts plus actual earnings thereon is based upon the earlier of their completion of three years of service or their death.

Profit Sharing Contribution

In addition to the 401(k) match, the Company may contribute a discretionary amount to be determined at year end and such amount is usually paid into the Plan in the subsequent Plan year.

An employee shall be eligible to participate in the Profit Sharing component of the Plan on the earlier of:

- January 1 or July 1 on which the employee has attained the age of 21 years and has completed one year of service or
- the first day of the month on which the employee has attained the age of 35 years.

However, in order to receive the profit sharing contribution for any given plan year, the employee must maintain active employee status on December 31 of such year.

Capgemini
401(k) Profit Sharing Plan
Notes to Financial Statements
December 31, 2009 and 2008

Profit sharing contributions are allocated based on a combination of the employee's profit sharing compensation, his or her position in the Company and his or her age, limited to certain parameters detailed in the plan document. In addition, all distributions are allocated based on participant investment elections.

A member shall have vested interest in his profit sharing contribution upon the earlier of his completion of five years of service or his death while still an employee.

The Company made profit sharing contributions of \$16,131,858 and \$16,196,274 for the 2009 and 2008 plan years, respectively, which is reflected as "Employer profit sharing contribution receivable" on the Statement of Net Assets Available for Benefits. The Company also utilized \$4,000,000 of forfeitures for further profit sharing contributions for the 2009 plan year.

Benefits Paid Directly to Participants

Upon termination of service due to death, disability, or retirement, a participant may elect to receive either a lump-sum distribution equal to the value of the participant's vested interest in his or her account, or annual installments over a period of time. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

Administrative Expenses

Administrative fees, to the extent directly related to the Plan, are charged back to the Plan. These fees include investment management, investment consulting and trustee fees. All other expenses are paid by the Company.

Participant Loans

During employment, a participant may withdraw amounts applicable to employee contributions and income thereon, subject to certain restrictions. Furthermore, participants may borrow a minimum of \$500 up to a maximum of the lower of 50% of their vested account balance or \$50,000. Loans bear interest at a rate commensurate with local prevailing rates as determined by current market rates. The interest rates for loans entered into during the Plan years ended December 31, 2009 and 2008 ranged from 4% to 11%. Loan principal and interest payments are made primarily through payroll deductions or in a manner in accordance with the Plan document. Loan repayment should be made no less frequently than quarterly. Loan principal and interest payments are credited to the elective deferral account of the participant to whom the loan was granted and are invested in accordance with the participants' current investment election.

Loans outstanding as of December 31, 2009 and 2008 amounted to \$6,354,040 and \$6,381,694, respectively.

Forfeitures

The Plan holds refunded contributions in a forfeiture account. Amounts in this account are invested in any of the available investment options as elected by the Company and will be used to reduce future employer contributions or to pay plan expenses. At December 31, 2009 and 2008 the forfeited contribution account totaled \$3,656,802 and \$10,002,137, respectively, and is included in investments at fair value. Forfeitures in the amount of \$11,033,426 were used to offset employer contributions during the year ended December 31, 2009.

Capgemini
401(k) Profit Sharing Plan
Notes to Financial Statements
December 31, 2009 and 2008

Plan Amendment or Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate it subject to the provisions of ERISA. In the event the Plan is terminated, participants shall become fully vested in their accounts. These accounts may be reduced by administrative termination expenses incurred and paid by the Company.

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting.

Fair Value of Financial Instruments

The carrying amounts of cash and cash equivalents approximate fair value because of the short maturities of those instruments.

Fair values in the financial statements are determined based on the exchange price that would be received for an asset or paid to transfer a liability (exit price) in the principal or most advantageous market, in an orderly transaction between market participants. Such is a market-based measurement, not an entity-specific measurement. The Plan uses a three-level valuation hierarchy based upon observable and non-observable inputs to determine fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Plan's market assumptions. The fair value hierarchy consists of three levels of inputs that may be used to measure fair value as follows:

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

Level 2 – Inputs other than quoted prices included in Level 1 that are observable either directly or indirectly; quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data, for substantially the full term of the assets or liabilities.

Level 3 – Significant inputs to the valuation model that are unobservable, typically based on a Plan's own assumptions, as there is little, if any, related market activity.

In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. The methods of valuation described herein may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Capgemini
401(k) Profit Sharing Plan
Notes to Financial Statements
December 31, 2009 and 2008

Investment Valuation and Income Recognition

Plan contributions are invested in accordance with the Trust Agreement. Investments are stated at fair value as determined by the Trustee, generally by reference to quoted market prices. Participants direct their contributions to any of the available investment funds and are immediately vested in their contributions and earnings.

Shares of mutual funds are valued at quoted market prices that represent the net asset value of shares held by the Plan at the end of the year.

Common and preferred stocks are valued at the closing price reported on the active market on which the individual securities are traded.

Participant loans are valued at amortized cost, which approximates fair value.

Money market mutual funds are valued using the amortized cost method as permitted by Rule 2a-7 under the Investment Company Act of 1940, which approximates fair value.

Common/collective trusts: The respective fair values of these investments are determined by reference to the funds' underlying assets. Units held in collective trusts are valued based on the market prices of the underlying investments in the funds at year-end.

Dividend income is recorded on the ex-dividend date. Interest income is recognized when earned. Income from other investments is recorded as earned on the accrual basis. Purchases and sales of securities are recorded on the trade date of the transactions. The cost at original trade date is used in determining the gain or loss on Plan investments sold.

Fully Benefit-Responsive Contracts

As described in FASB ASC 962-10, Reporting of Investment Contracts Held by Health and Welfare Benefit Plans and Defined Contribution Pension Plans, investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The common/collective trust funds hold fully benefit-responsive investment contracts. As required by ASC 962-10, the Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis. The effect of the application of the ASC 962-10 was an adjustment to fair value of \$1,295,451 and \$4,188,723 as of December 31, 2009 and 2008, respectively.

Payment of Benefits

Benefits are recorded when paid.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions

Capgemini
401(k) Profit Sharing Plan
Notes to Financial Statements
December 31, 2009 and 2008

that affect the reported amounts of assets and changes therein, and disclosures of contingent assets and liabilities in the financial statements and accompanying notes. Actual results could differ from those estimates.

Risks and Uncertainties

The Plan provides for various investment options in a variety of investments. These investments are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits. Users of these financial statements should be aware that the financial markets' volatility may significantly impact the subsequent valuation of the Plan's investments. Accordingly, the valuation of investments at December 31, 2009 may not necessarily be indicative of amounts that could be realized in a current market exchange.

Mutual fund Fees

Investments in mutual funds are subject to sales charges in the form of front-end loads, back-end loads or 12b-1 fees. 12b-1 fees, which are ongoing fees allowable under Section 12b-1 of the Investment Company Act of 1940, are annual fees deducted to pay for marketing and distribution costs of the funds. These fees are deducted prior to the allocation of investment earnings activity and thus not separately identifiable as an expense.

Concentration of Cash and Cash Equivalents

Cash and cash equivalents may at times exceed federally insured limits. The Plan has not experienced any losses in such accounts. The Plan believes it is not exposed to any significant credit risk on cash and cash equivalents.

Accounting for Uncertainty in Income Taxes

The Financial Accounting Standards Board (FASB) issued an interpretation regarding Accounting for Uncertainty in Income Taxes. This interpretation clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with FASB ASC 740-10, Accounting for Income Taxes, and is effective for fiscal years beginning after December 15, 2008. The Plan adopted the provisions of the pronouncement and the adoption did not impact the amounts reported in the Plan's financial statements.

Codification

In June 2009, the Financial Accounting Standards Board ("FASB") issued "The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles – a replacement of FASB Statement No. 162", ("FASB Codification") which is effective for reporting periods ending after September 15, 2009. The FASB Codification will become the single source of authoritative nongovernmental U.S. generally accepted accounting principles ("GAAP"), superseding existing FASB, American Institute of Certified Public Accountants literature. The FASB Codification reorganizes the thousands of GAAP pronouncements into roughly 90 accounting topics and displays them using a consistent structure. The adoption of the FASB Codification did not impact the Plan's financial statements.

Capgemini
401(k) Profit Sharing Plan
Notes to Financial Statements
December 31, 2009 and 2008

Recent Accounting Pronouncement

On September 16, 2010, the Financial Accounting Standards Board (FASB) approved for issuance the FASB ASU on *Reporting Loans to Participants by Defined Contribution Pension Plans*, which is effective for plan years ending after December 15, 2010. FASB accelerated this project to allow plans this option for their financial statements ending December 31, 2009. The new standard will require that participant loans be classified as notes receivable for GAAP purposes and measured at unpaid principal balance plus accrued but unpaid interest. Currently these participant loans are classified as plan investments, and are subject to the fair value measurement and disclosure requirements of FASB ASC 820, *Fair Value Measurements and Disclosures*. Adopting this new standard will eliminate the need to calculate fair values and present disclosures for these loans in accordance with FASB ASC 820. The Plan has not early adopted this pronouncement and is evaluating its impact on the Financial Statements for the period ending December 31, 2010.

3. Parties-in Interest

Certain Plan investments are managed by the Trustee. These transactions therefore qualify as party-in-interest.

4. Information Certified by Plan Trustee

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. The assets of the Plan are held by the Trustee. Accordingly, the Trustee has certified to the completeness and accuracy of all investments and related activity in the accompanying financial statements and supplemental schedule.

5. Investments

Investments which exceed 5% of the current value of net assets available for Plan benefits at December 31, 2009 and December 31, 2008, were as follows:

	2009
PIMCO Total Return	\$ 50,722,833
Fidelity Balanced	44,472,882
Fidelity Low-Priced Stock	33,240,301
Fidelity Spartan 500 Index	75,639,639
Janus Overseas Fund	65,325,149
Fidelity Growth Company	48,858,133
Fidelity MIP II (contract value)	103,253,879
	2008
PIMCO Total Return	\$ 39,577,177
Fidelity Balanced	34,759,945
Fidelity Low-Priced Stock	24,997,257
Spartan US Equity Index	25,363,831

Capgemini
401(k) Profit Sharing Plan
Notes to Financial Statements
December 31, 2009 and 2008

Janus Overseas Fund	31,033,825
Fidelity Growth Company	32,000,184
Fidelity MIP II (contract value)	107,719,051

The Plan presents in the Statement of Changes in Net Assets Available for Benefits, the net appreciation/depreciation in the fair value of its investments which consists of the realized gains and losses and the change in the unrealized appreciation/depreciation on those investments. Gains or losses are based on the average cost at the original trade date.

During the year ended December 31, 2009, the Plan's investments (including realized gains and losses on investments bought and sold and unrealized gains and losses on investments held at year-end) appreciated (depreciated) in fair value as follows:

	<u>2009</u>
Common stock	\$ (71,399)
Preferred stock	536
Common/collective trusts	4,252,594
Mutual funds	103,209,820

6. Fair Value Measurements

The following table presents the fair value hierarchy for the balances of the assets and liabilities of the Plan measured at fair value as of December 31, 2009 and 2008.

<u>Investment Assets at Fair Value as of December 31, 2009</u>				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds				
Large cap funds	\$ 783,462	\$ -	\$ -	\$ 783,462
Return funds	50,722,833	-	-	50,722,833
Growth funds	100,519,253	-	-	100,519,253
Low priced funds	33,240,301	-	-	33,240,301
World growth funds	17,336,195	-	-	17,336,195
US equity funds	75,639,639	-	-	75,639,639
Opportunity funds	9,683,339	-	-	9,683,339
Value funds	11,547,063	-	-	11,547,063
Balanced funds	44,472,882	-	-	44,472,882
Diversified funds	29,176,677	-	-	29,176,677
Overseas funds	65,325,149	-	-	65,325,149
Common collective trusts	-	131,470,465	-	131,470,465
Preferred stock	-	-	-	-
Loans to participants	-	-	6,354,040	6,354,040
Total investments at fair value	<u>\$ 438,446,793</u>	<u>\$ 131,470,465</u>	<u>\$ 6,354,040</u>	<u>\$ 576,271,298</u>

Capgemini
401(k) Profit Sharing Plan
Notes to Financial Statements
December 31, 2009 and 2008

Investment Assets at Fair Value as of December 31, 2008				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 276,841,148	\$ -	\$ -	\$ 276,841,148
Common collective trusts	-	130,104,916	-	130,104,916
Common stock	37,236,881	-	-	37,236,881
Preferred stock	104,700	-	-	104,700
Loans to participants	-	-	6,381,694	6,381,694
Total investments at fair value	\$ 314,182,729	\$ 130,104,916	\$ 6,381,694	\$ 450,669,339

Total Trust investment assets at fair value classified within level 3 were \$6,354,040 and \$6,381,694 as of December 31, 2009 and 2008, respectively, which consists of Loans to Participants. Such amounts were 1.1% and 1.07% of net assets available for benefits at fair value as of December 31, 2009 and 2008, respectively.

The following table presents changes in assets and liabilities measured at fair value using Level 3 inputs on a recurring basis for the year ended December 31, 2009 and 2008:

Level 3 Investments Assets and Liabilities						
For the year ended December 31, 2009						
	January 1, 2009	Realized gains (losses)	Unrealized gains (losses) relating to instruments held at December 31, 2009	Purchases, sales, issuances and settlements (net)	Transfers in and/or out of Level 3	December 31, 2009
Participant Loans	\$ 6,381,694	\$ -	\$ -	\$ (27,654)	\$ -	\$ 6,354,040
Total	\$ 6,381,694	\$ -	\$ -	\$ (27,654)	\$ -	\$ 6,354,040
Level 3 Investments Assets and Liabilities						
For the year ended December 31, 2008						
	January 1, 2008	Realized gains (losses)	Unrealized gains (losses) relating to instruments held at December 31, 2008	Purchases, sales, issuances and settlements (net)	Transfers in and/or out of Level 3	December 31, 2008
Participant Loans	\$ 6,132,642	\$ -	\$ -	\$ 249,052	\$ -	\$ 6,381,694
Total	\$ 6,132,642	\$ -	\$ -	\$ 249,052	\$ -	\$ 6,381,694

Capgemini
401(k) Profit Sharing Plan
Notes to Financial Statements
December 31, 2009 and 2008

7. Investment Contract

The Fidelity Managed Income Portfolio's (a common/collective trust) (the "Portfolio") investment objective is to seek preservation of capital and a competitive level of income over time. The Portfolio is stated at an estimated fair value based on the unit values of the underlying funds. To achieve this investment objective, the Portfolio invests in fixed income securities or bond funds and may include derivative instruments such as futures contracts and swap agreements. Also, the Portfolio enters into wrap contracts.

The Portfolio is included in the financial statements at fair value with an adjustment to contract value as reported to the Plan by the investment manager, in accordance with ASC 962-10. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. There are currently no reserves against contract values for credit risk of the contract issuers or otherwise.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (i) the Plan's failure to qualify under Section 401(a) or Section 401(k) of the Internal Revenue Code; (ii) the establishment of a defined contribution plan that competes with the Plan for employee contributions; (iii) any substantive modification of the Plan or the administrator of the Plan that is not consented to by the wrap issuer; (iv) complete or partial termination of the Plan; (v) any change in law, regulation or administrative ruling applicable to the Plan that could have a material adverse effect on a portfolio's cash flow; (vi) merger or consolidation of the Plan with another plan, the transfer of Plan assets to another plan, or the sale, spin-off or merger of a subsidiary or division of the Plan sponsor; (vii) any communication given to participants by the Plan sponsor or any other Plan fiduciary that is designed to induce or influence participants not to invest in a portfolio or to transfer assets out of a portfolio; (viii) exclusion of a group of previously eligible employees from eligibility in the Plan; (ix) any early retirement program, group termination, group layoff, facility closing, or similar program; or (x) any transfer of assets from a portfolio directly to a competing option. The Plan Administrator does not believe that the occurrence of any such event, which would limit the Plan's ability to transact at contract value with participants, is probable.

The average yield the Portfolio earned was approximately 2.10% and 3.54% at December 31, 2009 and 2008, respectively. The average yield credited to participants was approximately 1.53% and 3.48% at December 31, 2009 and 2008, respectively.

8. Income Tax Status

The Plan obtained its latest determination letter on May 10, 2004, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

Capgemini
401(k) Profit Sharing Plan
Notes to Financial Statements
December 31, 2009 and 2008

9. Reconciliation of Financial Statements to Form 5500

Form 5500 reports the Plan's investments at fair value per the Form 5500 instructions; thus the fair value per the Form is reconciled herein to the contract value shown in the Statement of Net Assets Available for Benefits.

Loans to participants per the statements of net assets available for benefits differs from loans to participants per the Form 5500 as of December 31, 2009, because certain conditions apply which cause certain loans to be reported as a deemed distribution for tax purposes. The loans are properly reported as a Plan asset for financial statement purposes as determined by the written terms of the Plan document, related Plan policies and procedures and the loan document.

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 as of December 31, 2009 and 2008:

	<u>2009</u>
Net assets available per the financial statements, at contract value	\$ 593,604,380
Add: 2009 adjustment for loans reported as deemed distributions	70,725
Less: 2008 adjustment for loans reported as deemed distributions	(88,391)
Less: Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(1,295,451)</u>
Net assets available for benefits per Form 5500, at fair value	<u><u>\$ 592,291,263</u></u>
	<u>2008</u>
Net assets available per the financial statements, at contract value	\$ 473,086,830
Less: Adjustment for loans reported as deemed distributions	(88,391)
Less: Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(4,188,723)</u>
Net assets available for benefits per Form 5500, at fair value	<u><u>\$ 468,809,716</u></u>

The following is a reconciliation of investment income per the financial statements to Form 5500 for the year ended December 31, 2009:

	<u>2009</u>
Total additions per the financial statements, at contract value	\$ 167,373,878
Plus: 2008 adjustment from fair value to contract value for fully benefit-responsive investment contracts	4,188,723
Less: 2009 adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(1,295,451)</u>
Investment income per Form 5500, at fair value	<u><u>\$ 170,267,150</u></u>

10. Subsequent Events

We evaluated subsequent events through the date the financials were available to be issued on October 14, 2010.

Capgemini
401(k) Profit Sharing Plan
EIN 22-3712959, Plan No. 002
Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2009

(a)	(b)	(c)	(e)
	<u>Name of Issuer and Title of Issue</u>	<u>Description</u>	<u>Current Value</u>
	* State Street Short Term	Common/ collective trust	3,657,147
	Fidelity MIP II	Common/ collective trust	103,253,879
	* State Street SsgA Lifetime Income	Common/ collective trust	1,544,349
	* State Street SsgA 2010 Strategy	Common/ collective trust	2,861,774
	* State Street SsgA 2020 Strategy	Common/ collective trust	6,838,711
	* State Street SsgA 2030 Strategy	Common/ collective trust	5,671,214
	* State Street SsGA 2040 Strategy	Common/ collective trust	<u>7,643,391</u>
		Total investments in common/collective trust	131,470,465
	PIMCO Total Return	Mutual fund	50,722,833
	Baron Growth Fund	Mutual fund	25,623,512
	DWS Strategic Value	Mutual fund	11,547,063
	Janus Overseas Fund	Mutual fund	65,325,149
	Rainer Large Cap	Mutual fund	783,462
	Fidelity Growth	Mutual fund	48,858,133
	Vanguard Morgan	Mutual fund	26,037,608
	Fidelity Low-Priced	Mutual fund	33,240,301
	Fidelity Diversified	Mutual fund	29,176,677
	Fidelity Balanced	Mutual fund	44,472,882
	Spartan US Equity	Mutual fund	75,639,639
	Royce Opportunity Investor	Mutual fund	9,683,339
	American Capital World Gr & Inc	Mutual fund	<u>17,336,195</u>
		Total investments in mutual funds	438,446,793
	Participant loans	Interest at 4.0% to 11.0%	<u>6,354,040</u>
			<u>\$ 576,271,298</u>

* Denotes party-in-interest.

See independent auditors' report.