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:
- [X] the first return/report;
- [ ] the final return/report;
- [X] 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
DASSAULT SYSTEMES SOLIDWORKS CORP. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1995

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
DASSAULT SYSTEMES SOLIDWORKS CORP.

300 BAKER AVENUE
CONCORD, MA 01742

300 BAKER AVENUE
CONCORD, MA 01742

2b Employer Identification Number (EIN)
04-3244752

2c Sponsor's telephone number
978-371-5000

2d Business code (see instructions)
541511

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.	12/22/2010	LINDA FIFIELD
	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")
DASSAULT SYSTEMES SOLIDWORKS CORP.

300 BAKER AVENUE
CONCORD, MA 01742

3b Administrator's EIN
04-3244752

3c Administrator's telephone number
978-371-5000

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**	672
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**	534
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	119
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	653
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	653
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	578
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	7
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:
2E 2F 2G 2J 2K 2T 3D 3H

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

9a Plan funding arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	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)		**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 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
DASSAULT SYSTEMES SOLIDWORKS CORP. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DASSAULT SYSTEMES SOLIDWORKS CORP.

D Employer Identification Number (EIN)
04-3244752

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

FID.INV.INST.OPS.CO.

04-2647786

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

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

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

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

NRP FINANCIAL INC

34-1905835

(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?
27	ADVISOR	61026	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

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

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

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

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

(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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
BLKRK MIDCAP VAL IS - PNC GLOBAL 04-2871943	0.25%	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
BLAKRK MIDCAP VAL EQ A - PNC GLOBAL 04-2871943	0.25%	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTUTIONAL	60	0
(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.	
BLKRK US OPPS INST - NNC GLOBAL 04-2871943	0.25%	

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
FIDELITY INVESTMENTS INSTUTIONAL	60	0

(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.
DREY SMALL CAP A DREYFUS 13-5673135	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTUTIONAL	60	0

(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.
DREYFUS S&P 500 INDX - DREYFUS 13-5673135	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTUTIONAL	60	0

(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.
EVRGRN INTL EQUITY A - EVERGREEN 04-1504645	0.25%

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
FIDELITY INVESTMENTS INSTUTIONAL	60	0

(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.
FEDERATED KAUFMANN A STATE ONE LINCOLN STREET BOSTON, MA 02111	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTUTIONAL	60	0

(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.
JPM EQUITY IDX SEL - BOSTON FIN 04-2526037	0.05%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTUTIONAL	60	0

(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.
MNSTY US SM CAP A - BOSTON FIN 04-2526037	0.25%

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
FIDELITY INVESTMENTS INSTUTIONAL	60	0

(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.
THORNBURG INT VAL R5 - BOSTON 04-2526037	0.24%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTUTIONAL	60	0

(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.
VK SMALL CAP VALUE I - VAN KAMP P.O. BOX 219286 KANSAS, MO 64121	0.25%

(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
DASSAULT SYSTEMES SOLIDWORKS CORP. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
DASSAULT SYSTEMES SOLIDWORKS CORP.

D Employer Identification Number (EIN)
04-3244752

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: FA STABLE VALUE

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-3022712-026	C	662784

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

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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
DASSAULT SYSTEMES SOLIDWORKS CORP. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DASSAULT SYSTEMES SOLIDWORKS CORP.

D Employer Identification Number (EIN)
04-3244752

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	4033079	3876954
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	301653	355877
(9) Value of interest in common/collective trusts	1c(9)	684614	662784
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	28402862	45467064
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	33422208	50362679
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	33422208	50362679

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)	1922761	
(B) Participants	2a(1)(B)	5147071	
(C) Others (including rollovers)	2a(1)(C)	73309	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		7143141
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	31971	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	21293	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		53264
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	832905	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		832905
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

			(a) Amount	(b) Total
2b	(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
	(B) Other	2b(5)(B)	0	
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
	(6) Net investment gain (loss) from common/collective trusts	2b(6)		33069
	(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
	(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
	(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
	(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		10236483
c	Other income	2c		0
d	Total income. Add all **income** amounts in column (b) and enter total	2d		18298862
	Expenses			
e	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1284933	
	(2) To insurance carriers for the provision of benefits	2e(2)	0	
	(3) Other	2e(3)	0	
	(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		1284933
f	Corrective distributions (see instructions)	2f		5252
g	Certain deemed distributions of participant loans (see instructions)	2g		2986
h	Interest expense	2h		0
i	Administrative expenses: (1) Professional fees	2i(1)	0	
	(2) Contract administrator fees	2i(2)	0	
	(3) Investment advisory and management fees	2i(3)	0	
	(4) Other	2i(4)	65220	
	(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		65220
j	Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1358391
	Net Income and Reconciliation			
k	Net income (loss). Subtract line 2j from line 2d	2k		16940471
l	Transfers of assets:			
	(1) To this plan	2l(1)		0
	(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: FEELEY & DRISCOLL **(2)** EIN: 04-2684828

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		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? 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
DASSAULT SYSTEMES SOLIDWORKS CORP. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DASSAULT SYSTEMES SOLIDWORKS CORP.

D Employer Identification Number (EIN)
04-3244752

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** 0

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

EIN(s): 04-6568107

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

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

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

SOLIDWORKS CORPORATION 401(K) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2009

SOLIDWORKS CORPORATION 401(K) PLAN

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F&D

Feeley & Driscoll, P.C.
Certified Public Accountants / Business Consultants

To the Board of Trustees
SolidWorks Corporation 401(k) Plan
Concord, Massachusetts

Independent Auditors' Report

We were engaged to audit the accompanying statements of net assets available for benefits of the SolidWorks Corporation 401(k) Plan as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009, and the supplemental Schedule H, Part IV, Line 4(i) - 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.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements 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 December 31, 2009 and 2008 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 that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

June 29, 2010

Feeley & Driscoll, P.C.

200 Portland Street • Boston, Massachusetts 02114-1709 • (617) 742-7788
154 Broad Street • Nashua, New Hampshire 03061-3158 • (603) 889-0444
www.fdcpa.com • Fax: (617) 742-0210

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SOLIDWORKS CORPORATION 401(K) PLAN

Statements of Net Assets Available for Benefits

December 31, 2009 and 2008

	2009	2008
Assets:		
Investments, at fair value:		
Mutual funds	$ 45,467,064	$ 28,402,862
Money market	3,876,954	4,033,079
Common/Collective trust	662,784	684,614
Participant loans	355,877	301,653
Total investments	50,362,679	33,422,208
Receivables:		
Participants	138,654	117,209
Employer	94,388	146,096
Total receivables	233,042	263,305
Net assets available for benefits	$ 50,595,721	$ 33,685,513

See accompanying notes.

SOLIDWORKS CORPORATION 401(K) PLAN

Statement of Changes in Net Assets Available for Benefits

For the year ended December 31, 2009

Additions:	
Additions to net assets attributed to:	
Investment income:	
Net appreciation in fair value of investments	$ 10,206,332
Interest and dividend income	886,169
	11,092,501
Contributions:	
Participants	5,168,516
Employer	1,871,053
Rollovers	73,309
	7,112,878
Total additions	18,205,379
Deductions:	
Deductions from net assets attributed to:	
Benefits paid to participants	1,293,171
Administrative expenses	2,000
Total deductions	1,295,171
Net increase	16,910,208
Net assets available for benefits:	
Beginning of year	33,685,513
End of year	$ 50,595,721

See accompanying notes.

SOLIDWORKS CORPORATION 401(K) PLAN

Notes to Financial Statements

December 31, 2009

Note 1 - Description of Plan

The following description of SolidWorks Corporation 401(k) Plan (the "Plan") provides only general information. Participants should refer to the plan agreement for more complete information.

General - The Plan is a defined contribution plan covering all full-time employees of SolidWorks Corporation (the "Company") who have completed one (1) hour of service. All employees covered by a collective bargaining agreement are excluded from participation. The Plan is subject to the provisions of the Employee Retirement Income Security Act (ERISA).

Employee Contributions - Each year, participants may contribute between one percent (1%) and sixty percent (60%) of their pre-tax annual compensation, as defined in the Plan and subject to Internal Revenue Code limitations. Participants may also elect to defer Roth 401(k) contributions of a minimum of 1% up to 100% of after tax annual compensation, as defined by the Plan, subject to IRS limitations. Participants who have attained age fifty (50) before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing rollover distributions from other qualified plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers twenty-six (26) mutual funds, one (1) money market fund, and one (1) common/collective trust as investment options for participants.

Employer Contributions - The Company provides a matching contribution equal to fifty percent (50%) up to a maximum of eight percent (8%) of compensation that a participant contributes to the Plan. Contributions are subject to certain limitations.

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

Vesting - Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching contribution, plus actual earnings thereon, is based on years of service. A participant is one hundred percent (100%) vested in the matching contribution after five (5) years of credited service (1,000 hours per plan year). The following represents the vesting schedule for the matching contribution:

Five (5) years or more	100%
Less than five (5) years	75%
Less than four (4) years	50%
Less than three (3) years	25%
Less than two (2) years	0%

Note 1 - Description of Plan - Continued

Participant Loans - Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or fifty percent (50%) of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at rates that range from four and one-quarter percent (4.25%) to nine and one-quarter percent (9.25%), which are commensurate with local prevailing interest rates as determined by the plan administrator. Principal and interest are paid monthly through payroll deductions. Participants are charged a fee when taking out a loan and can only have one loan outstanding at any given time.

Payment of Benefits - Upon a participant's retirement, termination of employment, death or permanent or total disability, a participant may elect to receive a lump sum amount equal to the value of the participant's vested interest in his or her account. In addition, a participant may elect to withdraw all or part of his or her account after attaining age fifty-nine and one-half (59 ½), or in the case of immediate and heavy financial need, subject to certain limitations as defined by the Plan.

Forfeitures - Forfeitures of the non-vested portion of withdrawing employees' accounts are used to first reduce Plan administrative expenses under the Plan. Any remaining amounts will be used to reduce future employer contributions. During the year ended December 31, 2009, forfeitures of $2,000 and $133,063 were used to pay plan expenses and reduce employer contributions, respectively. At December 31, 2009, the balance in the forfeitures account totaled $508.

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting - The financial statements of the Plan are prepared using the accrual method of accounting.

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 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 the contract value basis. For the years ended December 31, 2009 and 2008, contract value approximated fair value.

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 that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Note 2 - Summary of Significant Accounting Policies - Continued

Investment Valuation and Income Recognition - The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

Payment of Benefits - Benefits are recorded when paid.

Subsequent Events - The Plan has evaluated subsequent events through June 29, 2010, which is the date the financial statements were available to be issued.

Note 3 - Investments

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company, the trustee of the Plan, has certified to the completeness and accuracy of all investments reflected on the accompanying statements of net assets available for benefits as of December 31, 2009 and 2008, the supplemental Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) as of December 31, 2009, and the related investment activity reflected in the statement of changes in net assets available for benefits for the year ended December 31, 2009.

The following represents five percent (5%) or more of the Plan's net assets at December 31:

	2009	2008
JP Morgan Equity Index Select Fund	$ 7,339,601	$ 4,975,113
BlackRock US Opportunities Institutional Fund	3,960,563	2,592,769
Fidelity Retirement Money Market Portfolio Fund	3,876,954	4,033,079
Fidelity Advisor Large Cap I Fund	3,765,951	2,215,459
Fidelity Advisor Mid Cap I Fund	2,845,826	-
Fidelity Advisor Emerging Markets I Fund	2,728,065	-
Thornburg International Value Fund	2,589,674	-
Fidelity Advisor Government Income I Fund	2,531,811	2,593,143

Note 3 - Investments - Continued

For the year ended December 31, 2009, the Plan's investments in mutual funds and the common/collective trust (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $10,206,332 as follows:

Mutual Funds	$ 10,173,263
Common/Collective trust	33,069
	$ 10,206,332

Note 4 - Fair Value Measurements

The Financial Accounting Standards Board (FASB) provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described as follows:

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

Level 2 — Inputs to the valuation methodology include

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

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

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

Note 4 - Fair Value Measurements - Continued

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

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

Mutual funds: Valued at the net asset value (NAV) of shares held by the Plan at year end.

Money market fund: Valued at the net asset value (NAV) of shares held by the Plan at year end.

Participant loans: Valued at amortized cost, which approximates fair value.

Common/Collective trust: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer.

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

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

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Large/Mid cap stock	$ 34,245,746	$ -	$ -	$ 34,245,746
Fixed income	4,706,756	-	-	4,706,756
International equity	4,472,655	-	-	4,472,655
Small cap stock	2,041,907	-	-	2,041,907
	45,467,064	-	-	45,467,064
Money market fund	3,876,954	-	-	3,876,954
Common/Collective trust	-	662,784	-	662,784
Participant loans	-	-	355,877	355,877
Total assets at fair value	$ 49,344,018	$ 662,784	$ 355,877	$ 50,362,679

Note 4 - Fair Value Measurements - Continued

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

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Large/Mid cap stock	$ 20,748,440	$ -	$ -	$ 20,748,440
Fixed income	3,761,514	-	-	3,761,514
International equity	2,965,842	-	-	2,965,842
Small cap stock	927,066	-	-	927,066
	28,402,862	-	-	28,402,862
Money market fund	4,033,079	-	-	4,033,079
Common/Collective trust	-	684,614	-	684,614
Participant loans	-	-	301,653	301,653
Total assets at fair value	$ 32,435,941	$ 684,614	$ 301,653	$ 33,422,208

Level 3 Gains and Losses

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2009:

	Participant Loans
Balance, beginning of year	$ 301,653
Total realized and unrealized gains/(losses) included in changes in net assets available for benefits	-
Purchases, sales, issuances and settlements (net)	54,224
Balance, end of year	$ 355,877

Note 5 - Related Party Transaction

Fidelity Management Trust Company is a subsidiary of Fidelity Management and Research Company and acts as trustee for only those investments defined by the Plan. The Plan invests in shares of mutual funds and a common/collective trust managed by Fidelity Management and Research Company. The Plan also invests in shares of mutual funds managed by Strategic Advisors, Inc., which is a subsidiary of Fidelity Management and Research Company. Transactions in such investments qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules.

Note 6 - Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. If the Plan is terminated, participants would become one hundred percent (100%) vested in their employer contributions.

Note 7 - Tax Status

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated October 9, 2003, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC).

Note 8 - Reconciliation of Financial Statements to Form 5500

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

	2009	2008
Net assets available for benefits per the financial statements	$ 50,595,721	$ 33,685,513
2008 employee contributions receivable	-	(117,209)
2008 employer contributions receivable	-	(146,096)
2009 employee contributions receivable	(138,654)	-
2009 employer contributions receivable	(94,388)	-
Net assets available for benefits per Form 5500	$ 50,362,679	$ 33,422,208

Note 8 - Reconciliation of Financial Statements to Form 5500 - Continued

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

Participant contributions per the financial statements	$	5,168,516
Plus 2008 employee contributions receivable		117,209
Less 2009 employee contributions receivable		(138,654)
Participant contributions per Form 5500	$	5,147,071
Employer contributions per the financial statements	$	1,871,053
Plus 2008 employer contributions receivable		146,096
Less 2009 employer contributions receivable		(94,388)
Employer contributions per Form 5500	$	1,922,761

Note 9 - 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 participants' account balances and the amounts reported in the statements of net assets available for benefits.

SUPPLEMENTAL INFORMATION

SOLIDWORKS CORPORATION 401(K) PLAN

EIN: 04-3244752
PLAN NUMBER: 001

Form 5500, Schedule H, Part IV, Line 4(i) -
Schedule of Assets (Held at End of Year)

December 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Dates, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
	JP Morgan Investment Advisors	Equity Index Select Fund	$ 7,339,601
	BlackRock Advisors, LLC.	US Opportunities Institutional Fund	3,960,563
*	Fidelity Mgmt & Research Company	Money Market Trust Retirement Money Market Portfolio Fund	3,876,954
*	Fidelity Mgmt & Research Company	Fidelity Advisor Large Cap I Fund	3,765,951
*	Fidelity Mgmt & Research Company	Fidelity Advisor Mid Cap I Fund	2,845,826
*	Fidelity Mgmt & Research Company	Fidelity Advisor Emerging Markets I Fund	2,728,065
	Thornburg Investment Management, Inc.	International Value R5 Fund	2,589,674
*	Fidelity Mgmt & Research Company	Fidelity Advisor Government Income I Fund	2,531,811
*	Fidelity Mgmt & Research Company	Fidelity Advisor Equity Income I Fund	2,463,413
*	Fidelity Mgmt & Research Company	Fidelity Advisor Growth & Income I Fund	2,287,013
*	Fidelity Mgmt & Research Company	Fidelity Advisor High Income Advantage I Fund	2,113,506
*	Fidelity Mgmt & Research Company	Fidelity Advisor Overseas I Fund	1,882,981
*	Fidelity Mgmt & Research Company	Fidelity Advisor Small Cap I Fund	1,581,433
*	Fidelity Mgmt & Research Company	Fidelity Advisor Balanced I Fund	1,559,467
*	Strategic Advisors, Inc.	Fidelity Advisor Freedom 2040 I Fund	1,301,660
*	Strategic Advisors, Inc.	Fidelity Advisor Freedom 2035 I Fund	1,042,925
	BlackRock Advisors, LLC.	Mid-Cap Value Institutional Fund	971,052
*	Strategic Advisors, Inc.	Fidelity Advisor Freedom 2030 I Fund	965,001
*	Strategic Advisors, Inc.	Fidelity Advisor Freedom 2020 I Fund	919,104
*	Fidelity Mgmt & Research Company	Fidelity Advisor Stable Value Fund	662,784
*	Strategic Advisors, Inc.	Fidelity Advisor Freedom 2010 I Fund	631,921
*	Strategic Advisors, Inc.	Fidelity Advisor Freedom 2025 I Fund	625,397
*	Strategic Advisors, Inc.	Fidelity Advisor Freedom 2015 I Fund	606,459
	Van Kampen Asset Management	Van Kampen Small Cap Value I Fund	460,475
*	Strategic Advisors, Inc.	Fidelity Advisor Freedom 2050 I Fund	171,342
*	Strategic Advisors, Inc.	Fidelity Advisor Freedom Income Fund	61,438
*	Strategic Advisors, Inc.	Fidelity Advisor Freedom 2045 I Fund	51,572
*	Strategic Advisors, Inc.	Fidelity Advisor Freedom 2005 I Fund	9,414
*	Participant Loans	Interest rates ranging from 4.25% to 9.25%	355,877
	Total assets held for investment purposes		$ 50,362,679

* A party-in-interest as defined by ERISA

SOLIDWORKS CORPORATION 401(K) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2009

SOLIDWORKS CORPORATION 401(K) PLAN

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F&D

Feeley & Driscoll, P.C.
Certified Public Accountants / Business Consultants

To the Board of Trustees
SolidWorks Corporation 401(k) Plan
Concord, Massachusetts

Independent Auditors' Report

We were engaged to audit the accompanying statements of net assets available for benefits of the SolidWorks Corporation 401(k) Plan as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009, and the supplemental Schedule H, Part IV, Line 4(i) - 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.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements 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 December 31, 2009 and 2008 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 that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

June 29, 2010

Feeley & Driscoll, P.C.

200 Portland Street • Boston, Massachusetts 02114-1709 • (617) 742-7788
154 Broad Street • Nashua, New Hampshire 03061-3158 • (603) 889-0444
www.fdcpa.com • Fax: (617) 742-0210

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SOLIDWORKS CORPORATION 401(K) PLAN

Statements of Net Assets Available for Benefits

December 31, 2009 and 2008

	2009	2008
Assets:		
Investments, at fair value:		
Mutual funds	$ 45,467,064	$ 28,402,862
Money market	3,876,954	4,033,079
Common/Collective trust	662,784	684,614
Participant loans	355,877	301,653
Total investments	50,362,679	33,422,208
Receivables:		
Participants	138,654	117,209
Employer	94,388	146,096
Total receivables	233,042	263,305
Net assets available for benefits	$ 50,595,721	$ 33,685,513

See accompanying notes.

SOLIDWORKS CORPORATION 401(K) PLAN

Statement of Changes in Net Assets Available for Benefits

For the year ended December 31, 2009

Additions:	
Additions to net assets attributed to:	
Investment income:	
Net appreciation in fair value of investments	$ 10,206,332
Interest and dividend income	886,169
	11,092,501
Contributions:	
Participants	5,168,516
Employer	1,871,053
Rollovers	73,309
	7,112,878
Total additions	18,205,379
Deductions:	
Deductions from net assets attributed to:	
Benefits paid to participants	1,293,171
Administrative expenses	2,000
Total deductions	1,295,171
Net increase	16,910,208
Net assets available for benefits:	
Beginning of year	33,685,513
End of year	$ 50,595,721

See accompanying notes.

SOLIDWORKS CORPORATION 401(K) PLAN

Notes to Financial Statements

December 31, 2009

Note 1 - Description of Plan

The following description of SolidWorks Corporation 401(k) Plan (the "Plan") provides only general information. Participants should refer to the plan agreement for more complete information.

General - The Plan is a defined contribution plan covering all full-time employees of SolidWorks Corporation (the "Company") who have completed one (1) hour of service. All employees covered by a collective bargaining agreement are excluded from participation. The Plan is subject to the provisions of the Employee Retirement Income Security Act (ERISA).

Employee Contributions - Each year, participants may contribute between one percent (1%) and sixty percent (60%) of their pre-tax annual compensation, as defined in the Plan and subject to Internal Revenue Code limitations. Participants may also elect to defer Roth 401(k) contributions of a minimum of 1% up to 100% of after tax annual compensation, as defined by the Plan, subject to IRS limitations. Participants who have attained age fifty (50) before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing rollover distributions from other qualified plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers twenty-six (26) mutual funds, one (1) money market fund, and one (1) common/collective trust as investment options for participants.

Employer Contributions - The Company provides a matching contribution equal to fifty percent (50%) up to a maximum of eight percent (8%) of compensation that a participant contributes to the Plan. Contributions are subject to certain limitations.

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

Vesting - Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching contribution, plus actual earnings thereon, is based on years of service. A participant is one hundred percent (100%) vested in the matching contribution after five (5) years of credited service (1,000 hours per plan year). The following represents the vesting schedule for the matching contribution:

Five (5) years or more	100%
Less than five (5) years	75%
Less than four (4) years	50%
Less than three (3) years	25%
Less than two (2) years	0%

Note 1 - Description of Plan - Continued

Participant Loans - Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or fifty percent (50%) of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at rates that range from four and one-quarter percent (4.25%) to nine and one-quarter percent (9.25%), which are commensurate with local prevailing interest rates as determined by the plan administrator. Principal and interest are paid monthly through payroll deductions. Participants are charged a fee when taking out a loan and can only have one loan outstanding at any given time.

Payment of Benefits - Upon a participant's retirement, termination of employment, death or permanent or total disability, a participant may elect to receive a lump sum amount equal to the value of the participant's vested interest in his or her account. In addition, a participant may elect to withdraw all or part of his or her account after attaining age fifty-nine and one-half (59 ½), or in the case of immediate and heavy financial need, subject to certain limitations as defined by the Plan.

Forfeitures - Forfeitures of the non-vested portion of withdrawing employees' accounts are used to first reduce Plan administrative expenses under the Plan. Any remaining amounts will be used to reduce future employer contributions. During the year ended December 31, 2009, forfeitures of $2,000 and $133,063 were used to pay plan expenses and reduce employer contributions, respectively. At December 31, 2009, the balance in the forfeitures account totaled $508.

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting - The financial statements of the Plan are prepared using the accrual method of accounting.

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 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 the contract value basis. For the years ended December 31, 2009 and 2008, contract value approximated fair value.

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 that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Note 2 - Summary of Significant Accounting Policies - Continued

Investment Valuation and Income Recognition - The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

Payment of Benefits - Benefits are recorded when paid.

Subsequent Events - The Plan has evaluated subsequent events through June 29, 2010, which is the date the financial statements were available to be issued.

Note 3 - Investments

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company, the trustee of the Plan, has certified to the completeness and accuracy of all investments reflected on the accompanying statements of net assets available for benefits as of December 31, 2009 and 2008, the supplemental Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) as of December 31, 2009, and the related investment activity reflected in the statement of changes in net assets available for benefits for the year ended December 31, 2009.

The following represents five percent (5%) or more of the Plan's net assets at December 31:

	2009	2008
JP Morgan Equity Index Select Fund	$ 7,339,601	$ 4,975,113
BlackRock US Opportunities Institutional Fund	3,960,563	2,592,769
Fidelity Retirement Money Market Portfolio Fund	3,876,954	4,033,079
Fidelity Advisor Large Cap I Fund	3,765,951	2,215,459
Fidelity Advisor Mid Cap I Fund	2,845,826	-
Fidelity Advisor Emerging Markets I Fund	2,728,065	-
Thornburg International Value Fund	2,589,674	-
Fidelity Advisor Government Income I Fund	2,531,811	2,593,143

Note 3 - Investments - Continued

For the year ended December 31, 2009, the Plan's investments in mutual funds and the common/collective trust (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $10,206,332 as follows:

Mutual Funds	$ 10,173,263
Common/Collective trust	33,069
	$ 10,206,332

Note 4 - Fair Value Measurements

The Financial Accounting Standards Board (FASB) provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described as follows:

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

Level 2 — Inputs to the valuation methodology include

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

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

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

Note 4 - Fair Value Measurements - Continued

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

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

Mutual funds: Valued at the net asset value (NAV) of shares held by the Plan at year end.

Money market fund: Valued at the net asset value (NAV) of shares held by the Plan at year end.

Participant loans: Valued at amortized cost, which approximates fair value.

Common/Collective trust: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer.

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

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

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Large/Mid cap stock	$ 34,245,746	$ -	$ -	$ 34,245,746
Fixed income	4,706,756	-	-	4,706,756
International equity	4,472,655	-	-	4,472,655
Small cap stock	2,041,907	-	-	2,041,907
	45,467,064	-	-	45,467,064
Money market fund	3,876,954	-	-	3,876,954
Common/Collective trust	-	662,784	-	662,784
Participant loans	-	-	355,877	355,877
Total assets at fair value	$ 49,344,018	$ 662,784	$ 355,877	$ 50,362,679

Note 4 - Fair Value Measurements - Continued

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

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Large/Mid cap stock	$ 20,748,440	$ -	$ -	$ 20,748,440
Fixed income	3,761,514	-	-	3,761,514
International equity	2,965,842	-	-	2,965,842
Small cap stock	927,066	-	-	927,066
	28,402,862	-	-	28,402,862
Money market fund	4,033,079	-	-	4,033,079
Common/Collective trust	-	684,614	-	684,614
Participant loans	-	-	301,653	301,653
Total assets at fair value	$ 32,435,941	$ 684,614	$ 301,653	$ 33,422,208

Level 3 Gains and Losses

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2009:

	Participant Loans
Balance, beginning of year	$ 301,653
Total realized and unrealized gains/(losses) included in changes in net assets available for benefits	-
Purchases, sales, issuances and settlements (net)	54,224
Balance, end of year	$ 355,877

Note 5 - Related Party Transaction

Fidelity Management Trust Company is a subsidiary of Fidelity Management and Research Company and acts as trustee for only those investments defined by the Plan. The Plan invests in shares of mutual funds and a common/collective trust managed by Fidelity Management and Research Company. The Plan also invests in shares of mutual funds managed by Strategic Advisors, Inc., which is a subsidiary of Fidelity Management and Research Company. Transactions in such investments qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules.

Note 6 - Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. If the Plan is terminated, participants would become one hundred percent (100%) vested in their employer contributions.

Note 7 - Tax Status

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated October 9, 2003, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC).

Note 8 - Reconciliation of Financial Statements to Form 5500

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

	2009	2008
Net assets available for benefits per the financial statements	$ 50,595,721	$ 33,685,513
2008 employee contributions receivable	-	(117,209)
2008 employer contributions receivable	-	(146,096)
2009 employee contributions receivable	(138,654)	-
2009 employer contributions receivable	(94,388)	-
Net assets available for benefits per Form 5500	$ 50,362,679	$ 33,422,208

Note 8 - Reconciliation of Financial Statements to Form 5500 - Continued

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

Participant contributions per the financial statements	$	5,168,516
Plus 2008 employee contributions receivable		117,209
Less 2009 employee contributions receivable		(138,654)
Participant contributions per Form 5500	$	5,147,071
Employer contributions per the financial statements	$	1,871,053
Plus 2008 employer contributions receivable		146,096
Less 2009 employer contributions receivable		(94,388)
Employer contributions per Form 5500	$	1,922,761

Note 9 - 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 participants' account balances and the amounts reported in the statements of net assets available for benefits.

SUPPLEMENTAL INFORMATION

SOLIDWORKS CORPORATION 401(K) PLAN

EIN: 04-3244752
PLAN NUMBER: 001

Form 5500, Schedule H, Part IV, Line 4(i) -
Schedule of Assets (Held at End of Year)

December 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Dates, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
	JP Morgan Investment Advisors	Equity Index Select Fund	$ 7,339,601
	BlackRock Advisors, LLC.	US Opportunities Institutional Fund	3,960,563
*	Fidelity Mgmt & Research Company	Money Market Trust Retirement Money Market Portfolio Fund	3,876,954
*	Fidelity Mgmt & Research Company	Fidelity Advisor Large Cap I Fund	3,765,951
*	Fidelity Mgmt & Research Company	Fidelity Advisor Mid Cap I Fund	2,845,826
*	Fidelity Mgmt & Research Company	Fidelity Advisor Emerging Markets I Fund	2,728,065
	Thornburg Investment Management, Inc.	International Value R5 Fund	2,589,674
*	Fidelity Mgmt & Research Company	Fidelity Advisor Government Income I Fund	2,531,811
*	Fidelity Mgmt & Research Company	Fidelity Advisor Equity Income I Fund	2,463,413
*	Fidelity Mgmt & Research Company	Fidelity Advisor Growth & Income I Fund	2,287,013
*	Fidelity Mgmt & Research Company	Fidelity Advisor High Income Advantage I Fund	2,113,506
*	Fidelity Mgmt & Research Company	Fidelity Advisor Overseas I Fund	1,882,981
*	Fidelity Mgmt & Research Company	Fidelity Advisor Small Cap I Fund	1,581,433
*	Fidelity Mgmt & Research Company	Fidelity Advisor Balanced I Fund	1,559,467
*	Strategic Advisors, Inc.	Fidelity Advisor Freedom 2040 I Fund	1,301,660
*	Strategic Advisors, Inc.	Fidelity Advisor Freedom 2035 I Fund	1,042,925
	BlackRock Advisors, LLC.	Mid-Cap Value Institutional Fund	971,052
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*	Strategic Advisors, Inc.	Fidelity Advisor Freedom 2020 I Fund	919,104
*	Fidelity Mgmt & Research Company	Fidelity Advisor Stable Value Fund	662,784
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*	Strategic Advisors, Inc.	Fidelity Advisor Freedom 2015 I Fund	606,459
	Van Kampen Asset Management	Van Kampen Small Cap Value I Fund	460,475
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*	Strategic Advisors, Inc.	Fidelity Advisor Freedom Income Fund	61,438
*	Strategic Advisors, Inc.	Fidelity Advisor Freedom 2045 I Fund	51,572
*	Strategic Advisors, Inc.	Fidelity Advisor Freedom 2005 I Fund	9,414
*	Participant Loans	Interest rates ranging from 4.25% to 9.25%	355,877
	Total assets held for investment purposes		$ 50,362,679

* A party-in-interest as defined by ERISA

SOLIDWORKS CORPORATION 401(K) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2009

SOLIDWORKS CORPORATION 401(K) PLAN

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F&D

Feeley & Driscoll, P.C.
Certified Public Accountants / Business Consultants

To the Board of Trustees
SolidWorks Corporation 401(k) Plan
Concord, Massachusetts

Independent Auditors' Report

We were engaged to audit the accompanying statements of net assets available for benefits of the SolidWorks Corporation 401(k) Plan as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009, and the supplemental Schedule H, Part IV, Line 4(i) - 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.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements 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 December 31, 2009 and 2008 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 that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

June 29, 2010

Feeley & Driscoll, P.C.

200 Portland Street • Boston, Massachusetts 02114-1709 • (617) 742-7788
154 Broad Street • Nashua, New Hampshire 03061-3158 • (603) 889-0444
www.fdcpa.com • Fax: (617) 742-0210

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SOLIDWORKS CORPORATION 401(K) PLAN

Statements of Net Assets Available for Benefits

December 31, 2009 and 2008

	2009	2008
Assets:		
Investments, at fair value:		
Mutual funds	$ 45,467,064	$ 28,402,862
Money market	3,876,954	4,033,079
Common/Collective trust	662,784	684,614
Participant loans	355,877	301,653
Total investments	50,362,679	33,422,208
Receivables:		
Participants	138,654	117,209
Employer	94,388	146,096
Total receivables	233,042	263,305
Net assets available for benefits	$ 50,595,721	$ 33,685,513

See accompanying notes.

SOLIDWORKS CORPORATION 401(K) PLAN

Statement of Changes in Net Assets Available for Benefits

For the year ended December 31, 2009

Additions:	
Additions to net assets attributed to:	
Investment income:	
Net appreciation in fair value of investments	$ 10,206,332
Interest and dividend income	886,169
	11,092,501
Contributions:	
Participants	5,168,516
Employer	1,871,053
Rollovers	73,309
	7,112,878
Total additions	18,205,379
Deductions:	
Deductions from net assets attributed to:	
Benefits paid to participants	1,293,171
Administrative expenses	2,000
Total deductions	1,295,171
Net increase	16,910,208
Net assets available for benefits:	
Beginning of year	33,685,513
End of year	$ 50,595,721

See accompanying notes.

SOLIDWORKS CORPORATION 401(K) PLAN

Notes to Financial Statements

December 31, 2009

Note 1 - Description of Plan

The following description of SolidWorks Corporation 401(k) Plan (the "Plan") provides only general information. Participants should refer to the plan agreement for more complete information.

General - The Plan is a defined contribution plan covering all full-time employees of SolidWorks Corporation (the "Company") who have completed one (1) hour of service. All employees covered by a collective bargaining agreement are excluded from participation. The Plan is subject to the provisions of the Employee Retirement Income Security Act (ERISA).

Employee Contributions - Each year, participants may contribute between one percent (1%) and sixty percent (60%) of their pre-tax annual compensation, as defined in the Plan and subject to Internal Revenue Code limitations. Participants may also elect to defer Roth 401(k) contributions of a minimum of 1% up to 100% of after tax annual compensation, as defined by the Plan, subject to IRS limitations. Participants who have attained age fifty (50) before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing rollover distributions from other qualified plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers twenty-six (26) mutual funds, one (1) money market fund, and one (1) common/collective trust as investment options for participants.

Employer Contributions - The Company provides a matching contribution equal to fifty percent (50%) up to a maximum of eight percent (8%) of compensation that a participant contributes to the Plan. Contributions are subject to certain limitations.

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

Vesting - Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching contribution, plus actual earnings thereon, is based on years of service. A participant is one hundred percent (100%) vested in the matching contribution after five (5) years of credited service (1,000 hours per plan year). The following represents the vesting schedule for the matching contribution:

Five (5) years or more	100%
Less than five (5) years	75%
Less than four (4) years	50%
Less than three (3) years	25%
Less than two (2) years	0%

Note 1 - Description of Plan - Continued

Participant Loans - Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or fifty percent (50%) of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at rates that range from four and one-quarter percent (4.25%) to nine and one-quarter percent (9.25%), which are commensurate with local prevailing interest rates as determined by the plan administrator. Principal and interest are paid monthly through payroll deductions. Participants are charged a fee when taking out a loan and can only have one loan outstanding at any given time.

Payment of Benefits - Upon a participant's retirement, termination of employment, death or permanent or total disability, a participant may elect to receive a lump sum amount equal to the value of the participant's vested interest in his or her account. In addition, a participant may elect to withdraw all or part of his or her account after attaining age fifty-nine and one-half (59 ½), or in the case of immediate and heavy financial need, subject to certain limitations as defined by the Plan.

Forfeitures - Forfeitures of the non-vested portion of withdrawing employees' accounts are used to first reduce Plan administrative expenses under the Plan. Any remaining amounts will be used to reduce future employer contributions. During the year ended December 31, 2009, forfeitures of $2,000 and $133,063 were used to pay plan expenses and reduce employer contributions, respectively. At December 31, 2009, the balance in the forfeitures account totaled $508.

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting - The financial statements of the Plan are prepared using the accrual method of accounting.

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 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 the contract value basis. For the years ended December 31, 2009 and 2008, contract value approximated fair value.

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 that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Note 2 - Summary of Significant Accounting Policies - Continued

Investment Valuation and Income Recognition - The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

Payment of Benefits - Benefits are recorded when paid.

Subsequent Events - The Plan has evaluated subsequent events through June 29, 2010, which is the date the financial statements were available to be issued.

Note 3 - Investments

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company, the trustee of the Plan, has certified to the completeness and accuracy of all investments reflected on the accompanying statements of net assets available for benefits as of December 31, 2009 and 2008, the supplemental Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) as of December 31, 2009, and the related investment activity reflected in the statement of changes in net assets available for benefits for the year ended December 31, 2009.

The following represents five percent (5%) or more of the Plan's net assets at December 31:

	2009	2008
JP Morgan Equity Index Select Fund	$ 7,339,601	$ 4,975,113
BlackRock US Opportunities Institutional Fund	3,960,563	2,592,769
Fidelity Retirement Money Market Portfolio Fund	3,876,954	4,033,079
Fidelity Advisor Large Cap I Fund	3,765,951	2,215,459
Fidelity Advisor Mid Cap I Fund	2,845,826	-
Fidelity Advisor Emerging Markets I Fund	2,728,065	-
Thornburg International Value Fund	2,589,674	-
Fidelity Advisor Government Income I Fund	2,531,811	2,593,143

Note 3 - Investments - Continued

For the year ended December 31, 2009, the Plan's investments in mutual funds and the common/collective trust (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $10,206,332 as follows:

Mutual Funds	$ 10,173,263
Common/Collective trust	33,069
	$ 10,206,332

Note 4 - Fair Value Measurements

The Financial Accounting Standards Board (FASB) provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described as follows:

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

Level 2 — Inputs to the valuation methodology include

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

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

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

Note 4 - Fair Value Measurements - Continued

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

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

Mutual funds: Valued at the net asset value (NAV) of shares held by the Plan at year end.

Money market fund: Valued at the net asset value (NAV) of shares held by the Plan at year end.

Participant loans: Valued at amortized cost, which approximates fair value.

Common/Collective trust: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer.

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

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

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Large/Mid cap stock	$ 34,245,746	$ -	$ -	$ 34,245,746
Fixed income	4,706,756	-	-	4,706,756
International equity	4,472,655	-	-	4,472,655
Small cap stock	2,041,907	-	-	2,041,907
	45,467,064	-	-	45,467,064
Money market fund	3,876,954	-	-	3,876,954
Common/Collective trust	-	662,784	-	662,784
Participant loans	-	-	355,877	355,877
Total assets at fair value	$ 49,344,018	$ 662,784	$ 355,877	$ 50,362,679

Note 4 - Fair Value Measurements - Continued

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

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Large/Mid cap stock	$ 20,748,440	$ -	$ -	$ 20,748,440
Fixed income	3,761,514	-	-	3,761,514
International equity	2,965,842	-	-	2,965,842
Small cap stock	927,066	-	-	927,066
	28,402,862	-	-	28,402,862
Money market fund	4,033,079	-	-	4,033,079
Common/Collective trust	-	684,614	-	684,614
Participant loans	-	-	301,653	301,653
Total assets at fair value	$ 32,435,941	$ 684,614	$ 301,653	$ 33,422,208

Level 3 Gains and Losses

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2009:

	Participant Loans
Balance, beginning of year	$ 301,653
Total realized and unrealized gains/(losses) included in changes in net assets available for benefits	-
Purchases, sales, issuances and settlements (net)	54,224
Balance, end of year	$ 355,877

Note 5 - Related Party Transaction

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Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. If the Plan is terminated, participants would become one hundred percent (100%) vested in their employer contributions.

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The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated October 9, 2003, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC).

Note 8 - Reconciliation of Financial Statements to Form 5500

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2008 employee contributions receivable	-	(117,209)
2008 employer contributions receivable	-	(146,096)
2009 employee contributions receivable	(138,654)	-
2009 employer contributions receivable	(94,388)	-
Net assets available for benefits per Form 5500	$ 50,362,679	$ 33,422,208

Note 8 - Reconciliation of Financial Statements to Form 5500 - Continued

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

Participant contributions per the financial statements	$	5,168,516
Plus 2008 employee contributions receivable		117,209
Less 2009 employee contributions receivable		(138,654)
Participant contributions per Form 5500	$	5,147,071
Employer contributions per the financial statements	$	1,871,053
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SUPPLEMENTAL INFORMATION

SOLIDWORKS CORPORATION 401(K) PLAN

EIN: 04-3244752
PLAN NUMBER: 001

Form 5500, Schedule H, Part IV, Line 4(i) -
Schedule of Assets (Held at End of Year)

December 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Dates, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
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*	Participant Loans	Interest rates ranging from 4.25% to 9.25%	355,877
	Total assets held for investment purposes		$ 50,362,679

* A party-in-interest as defined by ERISA