

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2010 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2005</u> and ending <u>12/31/2005</u>			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ a single-employer plan;	☐ a DFE (specify) ____	
B This return/report is:	☐ the first return/report;	☐ the final return/report;	
	☒ an amended return/report;	☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here.	☐		
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

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

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.	05/25/2011	BARRY DRAIFINGER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") CAPGEMINI U.S. LLC CAPGEMINI U.S. LLC 623 FIFTH AVENUE, 33RD FLOOR NEW YORK, NY 10022	3b Administrator's EIN 22-3712959 3c Administrator's telephone number 212-314-3100
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	14506
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	5566
b Retired or separated participants receiving benefits.....	6b	4
c Other retired or separated participants entitled to future benefits.....	6c	5794
d Subtotal. Add lines 6a , 6b , and 6c	6d	11364
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	12
f Total. Add lines 6d and 6e	6f	11376
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	9080
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	1058

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

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

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection.
For calendar plan year 2010 or fiscal plan year beginning 01/01/2005 and ending 12/31/2005		
A Name of plan CAPGEMINI 401 K PROFIT SHARING PLAN		B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 CAPGEMINI U.S. LLC		D Employer Identification Number (EIN) 22-3712959

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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

HEWITT ASSOCIATES LLC

36-2235791

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
14 50	NONE	411802	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

STATE STREET CORPORATION

04-2456637

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 50	NONE	107117	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ERNST AND YOUNG

66-0526565

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	55025	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

<div>SCHEDULE D</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2010</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2010 or fiscal plan year beginning 01/01/2005 and ending 12/31/2005					
A Name of plan CAPGEMINI 401 K PROFIT SHARING PLAN				B Three-digit plan number (PN) ▶ 002	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 CAPGEMINI U.S. LLC				D Employer Identification Number (EIN) 22-3712959	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: STATE STREET SHORT TERM INVEST FUND					
b Name of sponsor of entity listed in (a): STATE STREET BANK					
c EIN-PN 04-0025081-156		d Entity code C		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6505964	
a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY MIP II CLASS 3					
b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY					
c EIN-PN 04-3022712-025		d Entity code C		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 100511293	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					

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

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

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

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

<div>SCHEDULE G (Form 5500) Department of Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration</div>	<div>Financial Transaction Schedules</div> <div>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).</div> <div>► File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2010</div> <div>This Form is Open to Public Inspection.</div>
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2005 and ending 12/31/2005	
A Name of plan: CAPGEMINI 401 K PROFIT SHARING PLAN	B Three-digit plan number (PN) ► 002
C Plan sponsor's name as shown on line 2a of Form 5500 CAPGEMINI U.S. LLC	D Employer Identification Number (EIN): 22-3712959

Part I	Schedule of Loans or Fixed Income Obligations in Default or Classified as Uncollectible Complete as many entries as needed to report all loans or fixed income obligations in default or classified as uncollectible. Check box (a) if obligor is known to be a party in interest. Attach Overdue Loan Explanation for each loan listed. See Instructions.
--------	--

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
<div style="border: 1px solid black; width: 20px; height: 20px; margin: 0 auto;"></div>		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
<div style="border: 1px solid black; width: 20px; height: 20px; margin: 0 auto;"></div>		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
<div style="border: 1px solid black; width: 20px; height: 20px; margin: 0 auto;"></div>		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
<div style="border: 1px solid black; width: 20px; height: 20px; margin: 0 auto;"></div>		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
<div style="border: 1px solid black; width: 20px; height: 20px; margin: 0 auto;"></div>		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

Part II Schedule of Leases in Default or Classified as Uncollectible

Complete as many entries as needed to report all leases in default or classified as uncollectible. Check box (a) if lessor or lessee is known to be a party in interest. Attach Overdue Lease Explanation for each lease listed. (See instructions)

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost		(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost		(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost		(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost		(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost		(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost		(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

Part III Nonexempt Transactions

Complete as many entries as needed to report all nonexempt transactions. **Caution:** If a nonexempt prohibited transaction occurred with respect to a disqualified person, file Form 5330 with the IRS to pay the excise tax on the transaction.

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value		(d) Purchase price	
HEWITT ASSOCIATES	SERVICE PROVIDER	PLAN PAID INVOICE THAT DID NOT RELATE TO THE PLAN. PLAN WAS PAID BACK 2008 WITH INTEREST.			
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction
		2201			

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transactions including maturity date, rate of interest, collateral, par or maturity value		(d) Purchase price	
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transactions including maturity date, rate of interest, collateral, par or maturity value		(d) Purchase price	
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transactions including maturity date, rate of interest, collateral, par or maturity value		(d) Purchase price	
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transactions including maturity date, rate of interest, collateral, par or maturity value		(d) Purchase price	
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transactions including maturity date, rate of interest, collateral, par or maturity value		(d) Purchase price	
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transactions including maturity date, rate of interest, collateral, par or maturity value		(d) Purchase price	
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2010 This Form is Open to Public Inspection
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2005</u> and ending <u>12/31/2005</u>		
A Name of plan <u>CAPGEMINI 401 K PROFIT SHARING PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CAPGEMINI U.S. LLC</u>	D Employer Identification Number (EIN) <u>22-3712959</u>	

	Part I Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1	Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	23895171	17389806
	(2) Participant contributions	1b(2)		
	(3) Other	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)	9513371	6953037
	(9) Value of interest in common/collective trusts	1c(9)	115438510	107017257
	(10) Value of interest in pooled separate accounts	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	537500911	498079324
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	686347963	629439424

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	69791	92067
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	69791	92067

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	686278172	629347357
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	22924987	
(B) Participants	2a(1)(B)	33496708	
(C) Others (including rollovers)	2a(1)(C)	1968873	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		58390568

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	531214	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		531214

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		4189319
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		39750936
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		102862037

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	159133803	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		159133803
f Corrective distributions (see instructions)	2f		60473
g Certain deemed distributions of participant loans (see instructions).....	2g		23882
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	55775	
(2) Contract administrator fees	2i(2)	411802	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	107117	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		574694
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		159792852

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-56930815
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: PRICEWATERHOUSECOOPERS, LLP

(2) EIN: 13-3178044

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....	X		2201
e Was this plan covered by a fidelity bond?.....	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
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 2010 This Form is Open to Public Inspection.
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2005 and ending 12/31/2005

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

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

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

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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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
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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
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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.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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

Schedule R (Form 5500) 2010
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

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

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

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

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

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

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

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

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

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

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

- a** Enter the percentage of plan assets held as:

Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate item 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

Capgemini
401(k) Profit Sharing Plan
Financial Statements and Supplemental Schedule
December 31, 2005 and 2004

Capgemini
401(k) Profit Sharing Plan
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Schedule of Assets (Held at End of Year) December 31, 2005.....	10
 Note: Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act ("ERISA") of 1974 have been omitted because they are not applicable.	

Report of Independent Auditors

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

We have audited the accompanying statements of net assets available for benefits of Capgemini 401(k) Profit Sharing Plan (the "Plan") as of December 31, 2005 and 2004, and the related statement of changes in net assets available for benefits for the year ended December 31, 2005. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

Except as explained in the following paragraph, we conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

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, investment assets held by Fidelity Management Trust Company, the predecessor trustee of the Plan, and transactions in those assets were excluded from the scope of our audit of the Plan's 2004 financial statements, except for comparing the information provided by the predecessor trustee, which is summarized in Note 5, with the related information included in the financial statements.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the Plan's financial statements as of December 31, 2004. The form and content of the information included in the 2004 financial statements, other than that derived from the information certified by the predecessor trustee, have been audited by us 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.

In our opinion, the financial statements, referred to above, of the Plan as of December 31, 2005, and for the year then ended present fairly, in all material respects, the financial status of the Plan as of December 31, 2005, and changes in its financial status for the year then ended in conformity with accounting principles generally accepted in the United States of America.



Our audit of the Plan's financial statements as of and for the year ended December 31, 2005, was made for the purpose of forming an opinion on the financial statements taken as a whole. The supplemental schedule of Assets (Held at End of Year) is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements for the year ended December 31, 2005, and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Price Waterhouse Coopers LLP

New York, New York
October 6, 2006

Capgemini
401(k) Profit Sharing Plan
Statements of Net Assets Available for Benefits
December 31, 2005 and 2004

	2005	2004
Assets		
Investments, at fair value (Note 4 and 5)	\$ 605,096,581	\$ 652,939,421
Participant loans receivable	6,953,037	9,513,371
Employer profit sharing contribution receivable	17,389,806	23,895,171
Total assets	<u>629,439,424</u>	<u>686,347,963</u>
Liabilities		
Accrued expenses	<u>92,067</u>	<u>69,791</u>
Total liabilities	<u>92,067</u>	<u>69,791</u>
Net assets available for benefits	<u>\$ 629,347,357</u>	<u>\$ 686,278,172</u>

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

Capgemini
401(k) Profit Sharing Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2005

Additions	
Additions to net assets attributed to	
Contributions	
Employer	\$ 22,924,987
Participants	33,496,708
Rollovers	1,968,873
Total contributions	<u>58,390,568</u>
Investment income	
Interest	531,214
Dividends	23,759,746
Net appreciation in fair value of investments (Note 4)	20,180,509
Total additions	<u>102,862,037</u>
Deductions	
Deductions from net assets attributed to	
Benefits paid directly to participants	159,218,158
Administrative expenses	574,694
Total deductions	<u>159,792,852</u>
Net decrease	(56,930,815)
Net assets available for benefits	
Beginning of year	<u>686,278,172</u>
End of year	<u>\$ 629,347,357</u>

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

Capgemini
401(k) Profit Sharing Plan
Notes to Financial Statements
December 31, 2005 and 2004

1. Description of Plan

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

General

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

Eligibility

The employees of the Company are eligible for membership on the completion of two months of service with the Company, and after attaining the age of 21.

Participant Accounts and Contributions

Participants may elect to contribute 1% to 18% of their annual compensation to the Plan, not to exceed \$14,000 and \$13,000 in 2005 and 2004. Participants direct the investment of their contributions into various investment options offered by the Plan. The Company matches 25% to 50% of the first 6% of participants' actual contribution based on years of service.

Each participant's account is credited with the participant's and employer's contributions and an allocation of Plan earnings. Allocations of Plan earnings are based upon the participant's proportionate share of assets in the Plan. The Plan's Administrator had appointed Fidelity Management Trust Company as Trustee (the "Predecessor Trustee") to maintain the Plan assets. Effective June 27, 2005, the Plan's Administrator appointed State Street Corporation Trustee as the Plan Trustee.

Vesting

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

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

Rollover Contributions

Contributions from a qualified retirement plan established by a new participant's previous employer may be "rolled over" into the Plan. The total rollover contributions for the year ended December 31, 2005 is \$1,968,873.

Capgemini
401(k) Profit Sharing Plan
Notes to Financial Statements
December 31, 2005 and 2004

Profit Sharing Contribution

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

Eligibility

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

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

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

Contributions

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

Vesting

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

Benefits Paid Directly to Participants

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

Administrative Expenses

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

Capgemini
401(k) Profit Sharing Plan
Notes to Financial Statements
December 31, 2005 and 2004

Participant Loans

During employment, a participant may withdraw amounts applicable to employee contributions and income thereon, subject to certain restrictions. Furthermore, participants may borrow a minimum of \$500 up to a maximum of the lower of 50% of their vested account balance or \$50,000. Loans bear interest at a rate commensurate with local prevailing rates as determined by current market rates. The interest rate for loans entered into during the Plan year ended December 31, 2005 ranged from 4.75% to 7.75% and ranged from 4% to 6.25% during the Plan year ended December 31, 2004. Loan principal and interest payments are made primarily through payroll deductions or in a manner in accordance with the plan documents. Loan repayment should be made no less frequently than quarterly. Loan principal and interest payments are credited to the elective deferral account of the participant to whom the loan was granted and are invested in accordance with the participants' current investment election.

Loans outstanding as of December 31, 2005 and 2004 amounted to \$6,953,037 and \$9,513,371, respectively.

Forfeitures

The Plan holds refunded contributions in a forfeiture account. Amounts in this account are invested in any of the available investment options as elected by the Company and will be used to reduce future employer contributions or to pay plan expenses. At December 31, 2005 and 2004 the forfeited contribution account totaled \$6,115,206 and \$3,499,289, respectively, and is included in investments at fair value.

Plan Amendment or Termination

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

2. Summary of Significant Accounting Policies

Basis of Presentation

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

Investment Valuation and Income Recognition

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

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

Payment of Benefits

Benefits are recorded when paid.

Capgemini
401(k) Profit Sharing Plan
Notes to Financial Statements
December 31, 2005 and 2004

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

Risks and Uncertainties

The Plan provides for various investment options in a variety of mutual funds and common/collective trust funds. These investments are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

3. Parties-in Interest

Certain Plan investment represents shares in short-term investment fund managed by the Trustee. These transactions therefore qualify as party-in-interest.

4. Investments

Investments which exceed 5% of the current value of net assets available for Plan benefits at December 31, 2005 were as follows:

	2005	
	Shares	Value
Fidelity Magellan	490,896	\$ 52,251,022
Fidelity Growth Company	767,616	48,843,400
Fidelity Growth and Income	1,232,263	42,389,850
Fidelity Balanced	1,868,884	35,060,268
Fidelity Blue Chip Growth	1,062,748	45,868,205
Fidelity Low-Priced Stock	1,269,346	51,840,072
Fidelity Diversified International	1,096,716	35,687,135
Spartan US Equity Index	1,007,357	44,484,878
Fidelity MIP II Class 3	100,511,293	100,511,293

The Plan presents in the Statement of Changes in Net Assets Available for Benefits, the net appreciation/depreciation in the fair value of its investments which consists of the realized gains and losses and the change in the unrealized appreciation/depreciation on those investments. Gains or losses are based on the average cost at the original trade date. Net realized gains of \$6,529,202 are included in net appreciation in fair value of investments for the year ended December 31, 2005.

During 2005, the Plan's investments, which consist primarily of mutual funds, appreciated in value by \$20,180,509.

Capgemini
401(k) Profit Sharing Plan
Notes to Financial Statements
December 31, 2005 and 2004

5. Investment Information Certified by the Predecessor Trustee

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Predecessor Trustee has certified the following investment information to be accurate and complete:

	2004	
	Shares	Value
FID Fidelity	544,217	\$ 16,261,193
Fidelity Magellan	653,414	67,817,841 *
Fidelity Growth Company	100,502	56,098,133 *
Fidelity Growth and Income	1,429,272	54,612,472 *
Fidelity Balanced	1,904,840	33,944,253 *
Fidelity Blue Chip Growth	1,366,326	56,989,478 *
Fidelity Asset Manager	483,706	7,840,872
Fidelity Low-Priced Stock	1,439,679	57,947,066 *
Fidelity Diversified International	997,232	28,560,715
Fidelity Freedom Income	19,092	215,165
Fidelity Freedom 2010	40,801	555,710
Fidelity Freedom 2020	79,759	1,113,440
Fidelity Freedom 2030	50,591	712,324
Spartan US Equity Index	1,216,851	52,154,222 *
Fidelity Freedom 2040	87,226	721,358
Fidelity MIP II Class 3	115,438,510	115,438,510 *
Fidelity Freedom 2005	5,703	61,591
Fidelity Freedom 2015	53,267	588,596
Fidelity Freedom 2025	60,427	681,616
Fidelity Freedom 2035	15,680	179,380
Janus Worldwide	328,754	13,613,703
PIMCO Total Return Adm	3,137,946	33,481,883 *
Baron Growth	431,907	19,379,645
Janus Overseas	728,611	17,676,099
Scudder/D High Return Adm	381,864	16,294,156
Total investment fair value		652,939,421
Participant loans receivable		9,513,371
		<u>\$ 662,452,792</u>

* Represent greater than 5% of the net assets available for benefits.

6. Income Tax Status

The Plan as established, is designed in accordance with the Internal Revenue Code. On May 10, 2004 the Plan received an individual determination letter from the Internal Revenue Service. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Capgemini
401(k) Profit Sharing Plan
Schedule H, line 4i – Schedule of Assets (Held at End of Year)
December 31, 2005

Name of Issuer and Title of Issue	Description	Current Value
* State Street Short Term Investment Fund	Common/Collective Trust Fund	\$ 6,505,964
Fidelity MIP II Class 3	Common/Collective Trust Fund	100,511,293
	Total investment in Common/Collective Trust Funds	107,017,257
PIMCO Total Return Adm	Mutual Fund	28,883,698
Baron Growth	Mutual Fund	26,448,488
Janus Overseas	Mutual Fund	24,379,539
Scudder/D High Return Adm	Mutual Fund	18,668,354
FID Fidelity	Mutual Fund	13,507,447
Fidelity Magellan	Mutual Fund	52,251,022
Fidelity Growth Company	Mutual Fund	48,843,400
Fidelity Growth and Income	Mutual Fund	42,389,850
Fidelity Balanced	Mutual Fund	35,060,268
Fidelity Blue Chip Growth	Mutual Fund	45,868,205
Fidelity Asset Manager	Mutual Fund	7,616,013
Fidelity Low-Priced Stock	Mutual Fund	51,840,072
Fidelity Diversified International	Mutual Fund	35,687,135
Fidelity Freedom Income	Mutual Fund	301,603
Fidelity Freedom 2010	Mutual Fund	676,848
Fidelity Freedom 2020	Mutual Fund	1,482,173
Fidelity Freedom 2030	Mutual Fund	933,542
Spartan US Equity Index	Mutual Fund	44,484,878
Fidelity Freedom 2040	Mutual Fund	1,160,522
Fidelity Freedom 2005	Mutual Fund	155,125
Fidelity Freedom 2015	Mutual Fund	1,278,498
Fidelity Freedom 2025	Mutual Fund	1,468,334
Fidelity Freedom 2035	Mutual Fund	456,077
Royce Opportunity Investor Fund	Mutual Fund	1,175,881
American Capital World Gr & Inc Fund	Mutual Fund	13,062,352
	Total investments in mutual funds	498,079,324
	Participant loans receivable, interest rates from 4% to 11% per annum	6,953,037
		<u>\$ 612,049,618</u>

* Denotes party-in-interest.



Capgemini

401(k) Profit Sharing Plan

Financial Statements and Supplemental Schedule
December 31, 2005 and 2004

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401(k) Profit Sharing Plan
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Report of Independent Auditors

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

We have audited the accompanying statements of net assets available for benefits of Capgemini 401(k) Profit Sharing Plan (the "Plan") as of December 31, 2005 and 2004, and the related statement of changes in net assets available for benefits for the year ended December 31, 2005. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

Except as explained in the following paragraph, we conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

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, investment assets held by Fidelity Management Trust Company, the predecessor trustee of the Plan, and transactions in those assets were excluded from the scope of our audit of the Plan's 2004 financial statements, except for comparing the information provided by the predecessor trustee, which is summarized in Note 5, with the related information included in the financial statements.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the Plan's financial statements as of December 31, 2004. The form and content of the information included in the 2004 financial statements, other than that derived from the information certified by the predecessor trustee, have been audited by us 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.

In our opinion, the financial statements, referred to above, of the Plan as of December 31, 2005, and for the year then ended present fairly, in all material respects, the financial status of the Plan as of December 31, 2005, and changes in its financial status for the year then ended in conformity with accounting principles generally accepted in the United States of America.



Our audit of the Plan's financial statements as of and for the year ended December 31, 2005, was made for the purpose of forming an opinion on the financial statements taken as a whole. The supplemental schedule of Assets (Held at End of Year) is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements for the year ended December 31, 2005, and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Price Waterhouse Coopers LLP

New York, New York
October 6, 2006

Capgemini
401(k) Profit Sharing Plan
Statements of Net Assets Available for Benefits
December 31, 2005 and 2004

	2005	2004
Assets		
Investments, at fair value (Note 4 and 5)	\$ 605,096,581	\$ 652,939,421
Participant loans receivable	6,953,037	9,513,371
Employer profit sharing contribution receivable	17,389,806	23,895,171
Total assets	<u>629,439,424</u>	<u>686,347,963</u>
Liabilities		
Accrued expenses	<u>92,067</u>	<u>69,791</u>
Total liabilities	<u>92,067</u>	<u>69,791</u>
Net assets available for benefits	<u>\$ 629,347,357</u>	<u>\$ 686,278,172</u>

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

Capgemini
401(k) Profit Sharing Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2005

Additions	
Additions to net assets attributed to	
Contributions	
Employer	\$ 22,924,987
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Investment income	
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Total deductions	<u>159,792,852</u>
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Beginning of year	<u>686,278,172</u>
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The accompanying notes are an integral part of these financial statements.

Capgemini
401(k) Profit Sharing Plan
Notes to Financial Statements
December 31, 2005 and 2004

1. Description of Plan

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

General

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

Eligibility

The employees of the Company are eligible for membership on the completion of two months of service with the Company, and after attaining the age of 21.

Participant Accounts and Contributions

Participants may elect to contribute 1% to 18% of their annual compensation to the Plan, not to exceed \$14,000 and \$13,000 in 2005 and 2004. Participants direct the investment of their contributions into various investment options offered by the Plan. The Company matches 25% to 50% of the first 6% of participants' actual contribution based on years of service.

Each participant's account is credited with the participant's and employer's contributions and an allocation of Plan earnings. Allocations of Plan earnings are based upon the participant's proportionate share of assets in the Plan. The Plan's Administrator had appointed Fidelity Management Trust Company as Trustee (the "Predecessor Trustee") to maintain the Plan assets. Effective June 27, 2005, the Plan's Administrator appointed State Street Corporation Trustee as the Plan Trustee.

Vesting

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

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

Rollover Contributions

Contributions from a qualified retirement plan established by a new participant's previous employer may be "rolled over" into the Plan. The total rollover contributions for the year ended December 31, 2005 is \$1,968,873.

Capgemini
401(k) Profit Sharing Plan
Notes to Financial Statements
December 31, 2005 and 2004

Profit Sharing Contribution

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

Eligibility

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

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

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

Contributions

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

Vesting

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

Benefits Paid Directly to Participants

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

Administrative Expenses

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

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Participant Loans

During employment, a participant may withdraw amounts applicable to employee contributions and income thereon, subject to certain restrictions. Furthermore, participants may borrow a minimum of \$500 up to a maximum of the lower of 50% of their vested account balance or \$50,000. Loans bear interest at a rate commensurate with local prevailing rates as determined by current market rates. The interest rate for loans entered into during the Plan year ended December 31, 2005 ranged from 4.75% to 7.75% and ranged from 4% to 6.25% during the Plan year ended December 31, 2004. Loan principal and interest payments are made primarily through payroll deductions or in a manner in accordance with the plan documents. Loan repayment should be made no less frequently than quarterly. Loan principal and interest payments are credited to the elective deferral account of the participant to whom the loan was granted and are invested in accordance with the participants' current investment election.

Loans outstanding as of December 31, 2005 and 2004 amounted to \$6,953,037 and \$9,513,371, respectively.

Forfeitures

The Plan holds refunded contributions in a forfeiture account. Amounts in this account are invested in any of the available investment options as elected by the Company and will be used to reduce future employer contributions or to pay plan expenses. At December 31, 2005 and 2004 the forfeited contribution account totaled \$6,115,206 and \$3,499,289, respectively, and is included in investments at fair value.

Plan Amendment or Termination

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

2. Summary of Significant Accounting Policies

Basis of Presentation

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

Investment Valuation and Income Recognition

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

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

Payment of Benefits

Benefits are recorded when paid.

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December 31, 2005 and 2004

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

Risks and Uncertainties

The Plan provides for various investment options in a variety of mutual funds and common/collective trust funds. These investments are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

3. Parties-in Interest

Certain Plan investment represents shares in short-term investment fund managed by the Trustee. These transactions therefore qualify as party-in-interest.

4. Investments

Investments which exceed 5% of the current value of net assets available for Plan benefits at December 31, 2005 were as follows:

	2005	
	Shares	Value
Fidelity Magellan	490,896	\$ 52,251,022
Fidelity Growth Company	767,616	48,843,400
Fidelity Growth and Income	1,232,263	42,389,850
Fidelity Balanced	1,868,884	35,060,268
Fidelity Blue Chip Growth	1,062,748	45,868,205
Fidelity Low-Priced Stock	1,269,346	51,840,072
Fidelity Diversified International	1,096,716	35,687,135
Spartan US Equity Index	1,007,357	44,484,878
Fidelity MIP II Class 3	100,511,293	100,511,293

The Plan presents in the Statement of Changes in Net Assets Available for Benefits, the net appreciation/depreciation in the fair value of its investments which consists of the realized gains and losses and the change in the unrealized appreciation/depreciation on those investments. Gains or losses are based on the average cost at the original trade date. Net realized gains of \$6,529,202 are included in net appreciation in fair value of investments for the year ended December 31, 2005.

During 2005, the Plan's investments, which consist primarily of mutual funds, appreciated in value by \$20,180,509.

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5. Investment Information Certified by the Predecessor Trustee

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Predecessor Trustee has certified the following investment information to be accurate and complete:

	2004	
	Shares	Value
FID Fidelity	544,217	\$ 16,261,193
Fidelity Magellan	653,414	67,817,841 *
Fidelity Growth Company	100,502	56,098,133 *
Fidelity Growth and Income	1,429,272	54,612,472 *
Fidelity Balanced	1,904,840	33,944,253 *
Fidelity Blue Chip Growth	1,366,326	56,989,478 *
Fidelity Asset Manager	483,706	7,840,872
Fidelity Low-Priced Stock	1,439,679	57,947,066 *
Fidelity Diversified International	997,232	28,560,715
Fidelity Freedom Income	19,092	215,165
Fidelity Freedom 2010	40,801	555,710
Fidelity Freedom 2020	79,759	1,113,440
Fidelity Freedom 2030	50,591	712,324
Spartan US Equity Index	1,216,851	52,154,222 *
Fidelity Freedom 2040	87,226	721,358
Fidelity MIP II Class 3	115,438,510	115,438,510 *
Fidelity Freedom 2005	5,703	61,591
Fidelity Freedom 2015	53,267	588,596
Fidelity Freedom 2025	60,427	681,616
Fidelity Freedom 2035	15,680	179,380
Janus Worldwide	328,754	13,613,703
PIMCO Total Return Adm	3,137,946	33,481,883 *
Baron Growth	431,907	19,379,645
Janus Overseas	728,611	17,676,099
Scudder/D High Return Adm	381,864	16,294,156
Total investment fair value		652,939,421
Participant loans receivable		9,513,371
		<u>\$ 662,452,792</u>

* Represent greater than 5% of the net assets available for benefits.

6. Income Tax Status

The Plan as established, is designed in accordance with the Internal Revenue Code. On May 10, 2004 the Plan received an individual determination letter from the Internal Revenue Service. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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Schedule H, line 4i – Schedule of Assets (Held at End of Year)
December 31, 2005

Name of Issuer and Title of Issue	Description	Current Value
* State Street Short Term Investment Fund	Common/Collective Trust Fund	\$ 6,505,964
Fidelity MIP II Class 3	Common/Collective Trust Fund	100,511,293
	Total investment in Common/Collective Trust Funds	107,017,257
PIMCO Total Return Adm	Mutual Fund	28,883,698
Baron Growth	Mutual Fund	26,448,488
Janus Overseas	Mutual Fund	24,379,539
Scudder/D High Return Adm	Mutual Fund	18,668,354
FID Fidelity	Mutual Fund	13,507,447
Fidelity Magellan	Mutual Fund	52,251,022
Fidelity Growth Company	Mutual Fund	48,843,400
Fidelity Growth and Income	Mutual Fund	42,389,850
Fidelity Balanced	Mutual Fund	35,060,268
Fidelity Blue Chip Growth	Mutual Fund	45,868,205
Fidelity Asset Manager	Mutual Fund	7,616,013
Fidelity Low-Priced Stock	Mutual Fund	51,840,072
Fidelity Diversified International	Mutual Fund	35,687,135
Fidelity Freedom Income	Mutual Fund	301,603
Fidelity Freedom 2010	Mutual Fund	676,848
Fidelity Freedom 2020	Mutual Fund	1,482,173
Fidelity Freedom 2030	Mutual Fund	933,542
Spartan US Equity Index	Mutual Fund	44,484,878
Fidelity Freedom 2040	Mutual Fund	1,160,522
Fidelity Freedom 2005	Mutual Fund	155,125
Fidelity Freedom 2015	Mutual Fund	1,278,498
Fidelity Freedom 2025	Mutual Fund	1,468,334
Fidelity Freedom 2035	Mutual Fund	456,077
Royce Opportunity Investor Fund	Mutual Fund	1,175,881
American Capital World Gr & Inc Fund	Mutual Fund	13,062,352
	Total investments in mutual funds	498,079,324
	Participant loans receivable, interest rates from 4% to 11% per annum	6,953,037
		<u>\$ 612,049,618</u>

* Denotes party-in-interest.