

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), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2011
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</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 <u>CAPGEMINI FINANCIAL SERVICES USA INC. 401(K) RETIREMENT PLAN</u>	<table border="1"> <tr> <td>1b Three-digit plan number (PN) ▶</td> <td><u>001</u></td> </tr> <tr> <td>1c Effective date of plan</td> <td><u>02/01/1993</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan	<u>02/01/1993</u>
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan	<u>02/01/1993</u>				
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>CAPGEMINI FINANCIAL SERVICES USA INC.</u> <u>6400 SHAFER CT STE 100</u> <u>ROSEMONT, IL 60018-4944</u>	<table border="1"> <tr> <td>2b Employer Identification Number (EIN) <u>36-6899979</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>847-384-6161</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>541512</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>36-6899979</u>	2c Sponsor's telephone number <u>847-384-6161</u>	2d Business code (see instructions) <u>541512</u>	
2b Employer Identification Number (EIN) <u>36-6899979</u>					
2c Sponsor's telephone number <u>847-384-6161</u>					
2d Business code (see instructions) <u>541512</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	<u>Filed with authorized/valid electronic signature.</u>	<u>10/04/2012</u>	<u>PETER KORNOWSKE</u>
	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 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") CAPGEMINI FINANCIAL SERVICES USA INC. 6400 SHAFER CT STE 100 ROSEMONT, IL 60018-4944	3b Administrator's EIN 36-6899979 3c Administrator's telephone number 847-384-6161
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	2155
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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	1436
b Retired or separated participants receiving benefits.....	6b	3
c Other retired or separated participants entitled to future benefits.....	6c	859
d Subtotal. Add lines 6a , 6b , and 6c	6d	2298
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	2298
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	1516
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	71

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

2E 2F 2G 2J 2K 2R 2T 3D 3H

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

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

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

a Pension Schedules

- (1)** ☒ **R** (Retirement Plan Information)

(2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary

(3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
BANK OF AMERICA
94-1687665

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

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

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

MERRILL LYNCH, PIERCE, FENNER AND S

13-5674085

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 52 57 59 60 62 63 71 72	RECORDKEEPER	17588	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

LOCKTON INVESTMENT ADVISORS, LLC

20-8874282

(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?
70	CONSULTANT	13750	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☐

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

WOLF & COMPANY LLP

1901 S. MEYERS ROAD
SUITE 500
OAKBROOK TERRACE, IL 60181-5209

(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	ACCOUNTANT	11000	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☐

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)

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information 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 <hr/> 2011 <hr/> This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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

Part I	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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: ML RETIREMENT PRESERVATION TRUST

b Name of sponsor of entity listed in (a): BANK OF AMERICA, N.A.

c EIN-PN <u>22-6484011-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: ML MID CAP INDEX TRUST

b Name of sponsor of entity listed in (a): BANK OF AMERICA, N.A.

c EIN-PN <u>22-6837207-021</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>700366</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: PUTNAM STABLE VALUE FUND

b Name of sponsor of entity listed in (a): PUTNAM FIDUCIARY TRUST COMPANY

c EIN-PN <u>04-3159710-202</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1722539</u>
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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)
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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)
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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)
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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)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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

Part I	Asset and Liability Statement		(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	16008	50
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	178109	508954
	(2) Participant contributions	1b(2)	0	
	(3) Other.....	1b(3)	1120	1121
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	29	29668
	(2) U.S. Government securities.....	1c(2)	0	0
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)	0	0
	(B) All other.....	1c(3)(B)	0	0
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)	0	0
	(B) Common	1c(4)(B)	0	0
	(5) Partnership/joint venture interests	1c(5)	0	0
	(6) Real estate (other than employer real property)	1c(6)	0	0
	(7) Loans (other than to participants)	1c(7)	0	0
	(8) Participant loans	1c(8)	440869	584167
	(9) Value of interest in common/collective trusts.....	1c(9)	6594367	7654091
	(10) Value of interest in pooled separate accounts.....	1c(10)	0	0
	(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)	34840904	34834938
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)	269352	430620

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(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	42340758	44043609

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	22337	15514
k Total liabilities (add all amounts in lines 1g through 1j)	1k	22337	15514

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	42318421	44028095
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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)	2406430	
(B) Participants	2a(1)(B)	5737733	
(C) Others (including rollovers)	2a(1)(C)	172125	
(2) Noncash contributions	2a(2)	0	8316288
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	48	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	20672	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		20720
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	1485178
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1485178	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1485178
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	0
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		6003
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(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)		-2290550
c Other income.....	2c		-63000
d Total income. Add all income amounts in column (b) and enter total.....	2d		7474639

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	6030600	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		6030600
f Corrective distributions (see instructions)	2f		407588
g Certain deemed distributions of participant loans (see instructions).....	2g		5212
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	27642	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		27642
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		6471042

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1003597
l Transfers of assets:			
(1) To this plan.....	2l(1)		706077
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: WOLF & COMPANY LLP

(2) EIN: 36-2985665

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

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

Part IV Compliance Questions

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

During the plan year:

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

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

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

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>94-1687665</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	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 or other authority 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. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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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) 2011
v.012611

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**Financial Statements,
Supplemental Schedules
and
Independent Auditor's Report
For the Years Ended
December 31, 2011 and 2010**

Wolf & Company LLP
Certified Public Accountants

CONTENTS

	<u>PAGE</u>
Independent Auditor's Report	1
Financial Statements:	
Statements of Net Assets Available for Benefits	2
Statements of Changes in Net Assets Available for Benefits	3
Notes to Financial Statements	4-13
Supplemental Schedules:	
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)	14-15
Schedule H, Line 4a - Schedule of Delinquent Participant Contributions	16

INDEPENDENT AUDITOR'S REPORT

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

We were engaged to audit the accompanying statements of net assets available for benefits of CAPGEMINI FINANCIAL SERVICES USA INC. 401(K) RETIREMENT PLAN as of December 31, 2011 and 2010, the related statements of changes in net assets available for benefits for the years then ended, and the supplemental schedules as of and for the year ended December 31, 2011, as listed in the accompanying contents page. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 11, which was certified by Bank of America, N.A., the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of and for the years ended December 31, 2011 and 2010, that the information provided to the plan administrator by the trustee is complete and accurate.

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

Oakbrook Terrace, Illinois
October 1, 2012

Wolf Company LLP

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

ASSETS

	December 31,	
	2011	2010
Investments, at fair value:		
Registered investment companies	\$ 34,834,938	\$ 34,840,904
Common/collective trusts	7,891,371	6,594,367
Participant self-directed brokerage accounts	430,620	269,352
Pending settlement fund and cash	29,718	16,037
	<u>43,186,647</u>	<u>41,720,660</u>
 Total investments		
	<u>43,186,647</u>	<u>41,720,660</u>
 Receivables:		
Employer's contributions	508,954	178,109
Notes receivable from participants	584,167	440,869
Accrued interest	1,121	1,120
	<u>1,094,242</u>	<u>620,098</u>
 Total receivables		
	<u>1,094,242</u>	<u>620,098</u>
 Total assets		
	<u>44,280,889</u>	<u>42,340,758</u>

LIABILITIES

Excess contributions payable to participants	396,069	426,368
Other liabilities	15,514	22,337
	<u>411,583</u>	<u>448,705</u>
 Total liabilities		
	<u>411,583</u>	<u>448,705</u>
 Net assets reflecting investments at fair value	43,869,306	41,892,053
 Adjustment from fair value to contract value for interest in a common/collective trust relating to fully benefit-responsive investment contracts	(237,280)	-
	<u>\$ 43,632,026</u>	<u>\$ 41,892,053</u>
 Net assets available for benefits		
	<u>\$ 43,632,026</u>	<u>\$ 41,892,053</u>

See accompanying notes and independent auditor's report.

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

	For the Year Ended December 31,	
	2011	2010
Additions to net assets attributed to:		
Investment income (loss):		
Interest and dividends	\$ 1,464,604	\$ 1,010,114
Net appreciation (depreciation) in fair value of investments	(2,297,615)	3,212,023
	<u>(833,011)</u>	<u>4,222,137</u>
Contributions:		
Participants'	5,737,733	5,032,501
Employer's	2,406,430	2,003,356
Participants' rollovers	878,202	569,640
	<u>9,022,365</u>	<u>7,605,497</u>
Interest from participant notes receivable	<u>20,672</u>	<u>18,301</u>
Total additions	<u>8,210,026</u>	<u>11,845,935</u>
Deductions from net assets attributed to:		
Benefits paid to participants	6,046,342	5,455,914
Refunds of excess contributions	396,069	426,368
Administrative expenses	27,642	30,602
Total deductions	<u>6,470,053</u>	<u>5,912,884</u>
Net increase	1,739,973	5,933,051
Net assets available for benefits:		
Beginning of year	<u>41,892,053</u>	<u>35,959,002</u>
End of year	<u>\$ 43,632,026</u>	<u>\$ 41,892,053</u>

See accompanying notes and independent auditor's report.

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

1. Description of Plan

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

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

Contributions - Each year, participants may contribute up to 90% of pre-tax annual compensation, as defined in the Plan. Such contributions are subject to limitations of the Internal Revenue Code (maximum of \$16,500 in 2011 and 2010). Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions of \$5,500 in 2011 and 2010. Participants may also contribute amounts representing distributions from other qualified defined-benefit or defined-contribution plans. The Plan provides for annual Company matching and/or profit sharing contributions at the discretion of the Company's board of directors. In 2011 and 2010, the Company made matching contributions of 50% of the first 6% of the employee's annual salary but limited to 50% of the employee's contribution. Participants direct the investment of all the contributions into various investment options offered by the Plan. The Plan currently offers various registered investment companies and common/collective trusts as investment options for participants. Investment options may be invested through a portfolio model (conservative, conservative to moderate, moderate, moderate to aggressive, and aggressive). Participants may also invest in their own self-directed brokerage account. Participants may change their investment options daily.

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

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

Notes Receivable from Participants - Participants may borrow from their accounts up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. The loans are secured by a percentage of their vested account balance and bear interest rates that range from 4.25% to 8.75%, which are commensurate with local prevailing rates as determined by the plan administrator. Generally, principal and interest is paid ratably through payroll deductions.

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

- (a) Payments in the form of a joint and survivor annuity if married or in the form of a life annuity if unmarried.

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

1. Description of Plan (Cont.)

Payment of Benefits (cont.) –

- (b) Payment in a lump-sum.
- (c) Payments in equal monthly, quarterly, semi-annual or annual installments over a period not to exceed the participant's life expectancy.

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

Forfeited Accounts - At December 31, 2011 and 2010, forfeited nonvested accounts totaled \$306,326 and \$67,758, respectively. Those accounts will normally be applied first to reduce the Company matching and/or profit sharing contributions and any excess is applied to the payment of the Plan's administrative expenses. During 2011 and 2010, forfeitures of \$6,252 and \$287,507, respectively, were transferred into former participants' accounts to correct for understatements of certain participants' accounts available for distribution.

2. Summary of Significant Accounting Policies

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

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

Investment Valuation and Income Recognition - The Plan's investments are stated at fair value. The Plan's investments in registered investment companies and participant self-directed brokerage accounts are valued at quoted market prices that represent the net asset value of shares held by the Plan at year-end. The fair value of the participation units in the Putnam Stable Value Fund at December 31, 2011, a common/collective trust fund that invests in fully benefit-responsive contracts, is based on information reported by Putnam Investments. The fair value of the participation units in Bank of America, N.A. Retirement Preservation Trust at December 31, 2010, a common/collective trust, is based on quoted redemption values. No adjustment was made at December 31, 2010 from fair value to contract value as Bank of America, N.A. dissolved the fund and converted the underlying investments of the common/collective trust to cash.

Purchase and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

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

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

2. Summary of Significant Accounting Policies (Cont.)

Fully Benefit-Responsive Investment Contracts - Investment contracts held by a defined-contribution plan are reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through the Putnam Stable Value Fund and Putnam Stable Value Fund GM, a common/collective trust fund at December 31, 2011. The statement of net assets available for benefits presents the fair value of the investment in the collective trust as well as the adjustment of the investment in the collective trust from fair value to contract value relating to the investment contracts. The statement of changes in net assets available for benefits is prepared on the contract basis.

At December 31, 2011, the Plan's interest in the Putnam Stable Value Fund and Putnam Stable Value Fund GM invests primarily in investment contracts with benefit-responsive features that are carried at contract value (cost plus accrued interest, less withdrawals and administrative expense) and synthetic investment contracts stated at the contract book value, which approximates cost. At December 31, 2011, the average yield earned by the fund was approximately 1.56%. The crediting interest rate to participants at December 31, 2011 was approximately 2.33%.

Fair Value Measurements - In January 2010, the Financial Accounting Standards Board (FASB) issued guidance in Accounting Standards Update No. 2010-06, *Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements* (ASU No. 2010-06). ASU No. 2010-06 amended disclosure requirements related to recurring and nonrecurring fair value measurements. For fiscal years beginning after December 15, 2010, ASU No. 2010-06 requires separate presentation of purchases, sales, issuances and settlements in the Level 3 reconciliation table. The Plan adopted these disclosure requirements in 2011.

In May 2011, the FASB issued guidance in Accounting Standards Update No. 2011-04, *Fair Value Measurements (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs* (ASU No. 2011-04). ASU No. 2011-04 was issued to improve comparability of fair value application, measurements and disclosures between U.S. GAAP reporting and IFRS reporting. ASU No. 2011-04 clarifies fair value definitions and enhances fair value measurement guidance with respect to highest and best use measurements, equity instrument measurements, and measurement of financial instruments that are managed within a portfolio. Additionally, ASU No. 2011-04 expands disclosures for unobservable inputs used in Level 3 fair value measurements. ASU No. 2011-04 is effective for annual periods beginning after December 15, 2011. The Plan is currently evaluating the impact of ASU No. 2011-04 on its fair value measurements and disclosures and intends on adopting the guidance in 2012.

Notes Receivable from Participants - Notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest, with no allowance for credit losses, as repayments of principal and interest are received through payroll deductions.

Payment of Benefits - Benefits are recorded when paid.

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

3. Voluntary Correction Program

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

4. Refunds of Excess Contributions

For the year ended December 31, 2011, refunds of \$396,069 were made in 2012 to certain participants to return to them excess deferral contributions in order to satisfy the relevant nondiscrimination provisions of the Plan. As a result of nondiscrimination testing, the Company provided for a qualified non-elective contribution (QNEC) for certain employees. The QNEC for 2011 was a targeted QNEC in the amount of \$279,796, and is included in employer's contributions receivable on the accompanying statement of net assets available for benefits at December 31, 2011. For the plan year ended December 31, 2010, refunds of \$426,368 were made in 2011 to certain participants to return to them excess deferral contributions in order to satisfy the relevant nondiscrimination provisions of the Plan. Those amounts are also included in the statements of net assets available for benefits as excess contributions payable to participants at December 31, 2011 and 2010.

5. Investments

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

	December 31,	
	2011	2010
Registered investment companies:		
Janus Overseas Fund CI A GM	\$ 3,020,075	\$ *
Equity Income Fund GM	3,081,205	*
PIMCO Total Return CI A GM	2,746,889	2,824,107
Sentinel Government Fd GM	2,370,512	2,430,910
BlackRock Equity Dividend A GM	*	3,009,390
Aston/Montag & Caldwell Growth Fd GM	2,324,681	2,280,077
Invesco International Growth Fd A GM	*	3,085,400
Common/collective trusts:		
Putnam Stable Value Fund	5,409,687	*
Retirement Preservation Trust	*	4,502,556

*Balance is less than 5%.

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

5. Investments (Cont.)

During 2011 and 2010, the Plan's investments (including investments bought, sold and held during the year) appreciated (depreciated) in value as follows:

	December 31,	
	2011	2010
Registered investment companies	\$ (2,284,043)	\$ 3,176,971
Common/collective trusts	(28,863)	50,574
Participant self-directed brokerage accounts	15,291	(15,522)
	<u>\$ (2,297,615)</u>	<u>\$ 3,212,023</u>

6. Fair Value Measurements

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

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

The asset's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011 and 2010.

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

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

The fair value of participant self-directed brokerage accounts is determined by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs).

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

6. Fair Value Measurements (Cont.)

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

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011 and 2010:

		Fair Value Measurements at Reporting Date Using		
		Quoted Prices in Active Markets for Identical Assets/ Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	Fair Value			
December 31, 2011:				
Registered investment companies:				
Large cap blend	\$ 1,557,652	\$ 1,557,652	\$ -	\$ -
Foreign large cap value	4,759,298	4,759,298	-	-
Sciences fund	267,432	267,432	-	-
Developing market	1,682,499	1,682,499	-	-
Natural resources	798,825	798,825	-	-
Bond fund	4,995,316	4,995,316	-	-
Financial fund	84,355	84,355	-	-
Mid cap value	2,082,146	2,082,146	-	-
Global real estate	518,215	518,215	-	-
Small cap growth	1,391,411	1,391,411	-	-
Small cap value	1,730,385	1,730,385	-	-
Intermediate government bond	4,539,232	4,539,232	-	-
Large cap value	5,137,109	5,137,109	-	-
Large cap growth	5,291,063	5,291,063	-	-
Common/collective trusts:				
Mid cap index trust (a)	700,366	-	700,366	-
Stable value funds (b)	7,191,005	-	7,191,005	-
Participant self-directed brokerage accounts:				
Money market fund	244,844	244,844	-	-
Common stocks	185,776	185,776	-	-
Pending settlement fund and cash	29,718	-	29,718	-
Total	<u>\$ 43,186,647</u>	<u>\$ 35,265,558</u>	<u>\$ 7,921,089</u>	<u>\$ -</u>

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

6. Fair Value Measurements (Cont.)

		Fair Value Measurements at Reporting Date Using		
		Quoted Prices in Active Markets for Identical Assets/ Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	Fair Value			
December 31, 2010:				
Registered investment companies:				
Large cap blend	\$ 2,106,425	\$ 2,106,425	\$ -	\$ -
Foreign large cap value	581,996	581,996	-	-
Sciences fund	351,483	351,483	-	-
Developing market	2,067,223	2,067,223	-	-
Natural resources	904,633	904,633	-	-
Bond fund	4,668,629	4,668,629	-	-
Financial fund	129,043	129,043	-	-
Mid cap value	2,198,540	2,198,540	-	-
Mid cap growth	1,421,348	1,421,348	-	-
Global real estate	498,669	498,669	-	-
Small cap growth	1,254,864	1,254,864	-	-
Small cap value	1,772,629	1,772,629	-	-
Intermediate government bond	4,067,573	4,067,573	-	-
Large cap value	4,589,280	4,589,280	-	-
Large cap growth	2,884,213	2,884,213	-	-
International growth	5,113,082	5,113,082	-	-
Equity precious metals	231,274	231,274	-	-
Common/collective trusts:				
Mid cap index trust (a)	321,881	-	321,881	-
Stable value funds (b)	6,272,486	-	6,272,486	-
Participant self-directed brokerage accounts:				
Money market fund	91,727	91,727	-	-
Common stocks	177,625	177,625	-	-
Pending settlement fund and cash				
	16,037	-	16,037	-
Total	<u>\$ 41,720,660</u>	<u>\$ 35,110,256</u>	<u>\$ 6,610,404</u>	<u>\$ -</u>

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

6. Fair Value Measurements (Cont.)

- (a) The trust invests in public equity markets of the United States. The fund can be redeemed daily at the current net asset value per share based on the fair value of the underlying assets. There are no unfunded commitments, withdrawal restrictions or notice periods for withdrawal.
- (b) The objective of this fund is to provide a competitive yield with minimal market-related risk through investing in a variety of GICs, SBICs, and money market investments. The fund can be redeemed daily at the current net asset value per share based on the fair value of the underlying assets. There are no unfunded commitments, withdrawal restrictions or notice periods for withdrawal.

7. Other Liabilities

It was determined that there were certain incorrect calculations of the vested percentage of former participants that resulted in an understatement of the participants' account balance available for distribution. The plan administrator, with the assistance of the trustee, has determined the correct amounts. Amounts for prior years were transferred into former participants' accounts at the end of 2009, and amounts for 2009 and 2010 were transferred in 2010 and 2011, respectively. Payments are being made when pay-out instructions are received from the former participants. For any balance in which pay-out instructions are not received, the balance will be transferred by the end of 2012 to an IRA account administered by Bank of America, N.A. An accrual for \$15,514 at December 31, 2011 and \$22,337 at December 31, 2010 has been recorded for the additional amounts due, interest earned on the amounts, and Bank of America, N.A. fees to administer the pay-outs.

8. Related Party Transactions

Certain plan investments are shares in common/collective trust funds and a pending settlement fund managed and held by Bank of America, N.A. Bank of America, N.A. is the trustee as defined by the Plan and provides custodial and administrative services; therefore, these transactions qualify as permitted party-in-interest transactions. Fees paid to the trustee for custodial and administrative services amounted to \$27,642 in 2011 and \$30,602 in 2010. Other plan investments are shares in registered investment companies managed and held by BlackRock, Inc. Bank of America Corporation (parent company of Bank of America, N.A.) has a substantial economic interest in BlackRock, Inc.; therefore, fees paid (netted against dividends) for investment management, recordkeeping and other professional services also qualify as permitted party-in-interest transactions.

9. Tax Status

Upon selecting Bank of America, N.A., the Plan adopted the prototype plan offered by the trustee. The prototype plan has obtained an opinion letter dated June 4, 2002, in which the Internal Revenue Service (IRC) stated that the Plan was in compliance with the applicable sections of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, the plan administrator believes that the Plan was qualified and the related trust was tax-exempt from federal income taxes.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2008.

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

10. Risks and Uncertainties

The Plan provides for investments that, in general, are exposed to various risks such as changes in interest rates and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statement of net assets available for benefits.

11. Information Certified by the Plan's Trustee

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

- Investments, at fair value, with the exception of the Putnam Stable Value Fund which was certified at contract value of \$6,953,715, and participant notes receivable as shown in the statements of net assets available for benefits as of December 31, 2011 and 2010.
- Interest and dividend income, net appreciation (depreciation) in fair value of investments and interest from participant notes receivable, as shown in the statements of changes in net assets available for benefits for the years ended December 31, 2011 and 2010.
- The information included in the supplemental schedule of assets (held at end of year), with the exception of the Putnam Stable Value Fund which was certified at contract value of \$6,953,715, as of December 31, 2011.

12. Plan Termination

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

13. Differences between Financial Statements and Form 5500 Information

Differences between the 2011 Annual Return/Report of Employee Benefit Plan (Form 5500) filed with the Internal Revenue Service and the accompanying financial statements include the following:

	<u>2011</u>	<u>2010</u>
Net assets available for benefits per the financial statements	\$ 43,632,026	\$ 41,892,053
Excess contributions payable to participants	<u>396,069</u>	<u>426,368</u>
Net assets available for benefits per the Form 5500	<u>\$ 44,028,095</u>	<u>\$ 42,318,421</u>

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

13. Differences between Financial Statements and Form 5500 Information (Cont.)

	<u>2011</u>	<u>2010</u>
Net increase in net assets per the financial statements	\$ 1,739,973	\$ 5,933,051
Net adjustment from fair value to contract value for interest in a common/collective trust relating to fully benefit-responsive investment contracts:		
At December 31, 2009	-	400,266
Excess contributions payable to participants:		
At December 31, 2011	396,069	-
At December 31, 2010	(426,368)	426,368
At December 31, 2009	-	(401,207)
Benefits payable to former participant at December 31, 2009	<u>-</u>	<u>19,472</u>
Net increase in net assets per the Form 5500	<u>\$ 1,709,674</u>	<u>\$ 6,377,950</u>

14. Late Deposits

During the plan year ended December 31, 2010, the Plan engaged in a prohibited transaction related to late deposits of an employee's deferral of \$5,500. The Plan corrected this transaction in 2011 through the Department of Labor's Voluntary Fiduciary Correction Program.

15. Subsequent Events

On June 1, 2012, the Plan changed its trustee to Fidelity Management Trust Company.

Plan management has evaluated subsequent events through October 1, 2012, the date these financial statements were available to be issued.

CAPGEMINI FINANCIAL SERVICES USA INC. 401(K) RETIREMENT PLAN
 EIN: 36-6899979 Plan Number: 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
 December 31, 2011

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(c) Current Value
		Registered investment companies:		
	Baron	Baron Growth Fund CI N	**	\$ 685,030
	Baron	Baron GM Growth Fund CI N	**	851,030
	Vanguard	Vanguard Total Bond Market Index Fund	**	115,546
	Janus	Janus Overseas Fund CI A	**	1,150,788
	Janus	Janus Overseas Fund CI A GM	**	3,020,075
	Trowe Price	Trowe Price Equity Income Fund	**	2,055,904
	Trowe Price	Trowe Price Equity Income Fund GM	**	3,081,205
	American Funds	American Capital World Growth & Income Fund	**	246,889
	Nuveen	Nuveen Tradewinds International Value CI A	**	588,435
	Jennison	Jennison Health Sciences CI A	**	212,434
	Oppenheimer & Co., Inc.	Oppenheimer Developing Markets CI A	**	1,682,499
	Ivy Funds Distributor, Inc.	Ivy Global Natural Resources Fund CI A	**	798,825
	Pacific Investment Management	PIMCO Total Return CI A	**	1,689,007
	Pacific Investment Management	PIMCO Total Return CI A GM	**	2,746,889
*	BlackRock, Inc.	BlackRock S&P 500 Index CI I	**	1,557,652
	Goldman Sachs	Goldman Sachs High Yield CI A	**	139,038
	Franklin Mutual	Franklin Mutual Financial Services CI A	**	84,355
*	BlackRock, Inc.	BlackRock Global Science & Tech. Opportunities CI A	**	54,998
	Perkins	Mid Cap Value Fd	**	1,045,670
	Perkins	Mid Cap Value GM	**	1,036,476
	ING	Global Real Estate Fd CI A	**	518,215
	Pioneer Oak Ridge	Small Cap Growth A	**	1,008,437
	Pioneer Oak Ridge	Small Cap Growth A GM	**	382,974
	Invesco Van Kampen	Small Cap A	**	1,134,653
	Invesco Van Kampen	Small Cap A GM	**	595,732
	Sentinel	Government Fd	**	2,168,720
	Sentinel	Government Fd GM	**	2,370,512
	Pacific Investment Management	PIMCO Total Return Bond Fd CI A	**	304,836
	Invesco	European Growth Fd A	**	360,076
	Aston/Montag & Caldwell	Growth Fd	**	590,073
	Aston/Montag & Caldwell	Growth Fd GM	**	2,324,681
	Invesco	International Growth Fd A GM	**	233,284
				34,834,938
		Participant self-directed brokerage accounts:		
	Participant self-directed	Money market fund	**	244,844
		Common stocks:		
	Participant self-directed	Amazon Com Inc Com	**	8,655
	Participant self-directed	Aeropostale Inc	**	4,575
	Participant self-directed	Apple Inc	**	83,025
	Participant self-directed	Bank of America Corp	**	10,842
	Participant self-directed	Baidu Inc Spon Adr	**	2,912
	Participant self-directed	Corinthian Colleges Inc	**	2,170
	Participant self-directed	Chevron Corp	**	2,660
	Participant self-directed	ConocoPhillips	**	2,696
	Participant self-directed	Canadian Solar Inc Com	**	266
	Participant self-directed	Citigroup Inc Com New	**	5,262
	Participant self-directed	Dryships Inc	**	16,400

See independent auditor's report.

CAPGEMINI FINANCIAL SERVICES USA INC. 401(K) RETIREMENT PLAN
EIN: 36-6899979 Plan Number: 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2011

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
		Participant self-directed brokerage accounts (cont.):		
		Common stocks (cont.):		
	Participant self-directed	Delta Air Lines Inc	**	1,618
	Participant self-directed	Direxion SHS ETF TR	**	16,865
	Participant self-directed	Motricity Inc	**	1,557
	Participant self-directed	Priceline Com Inc	**	7,016
	Participant self-directed	Potash Corp Saskatchewan	**	4,128
	Participant self-directed	The Mosaic Company	**	15,129
				<u>430,620</u>
		Common/collective trusts:		
*	Bank of America, N.A.	Mid Cap Index Trust	**	700,366
	Putnam Investments	Stable Value Fund	**	5,409,687
	Putnam Investments	Stable Value Fund GM	**	1,781,318
				<u>7,891,371</u>
*	Bank of America, N.A.	Pending settlement fund and cash	**	<u>29,718</u>
*	Participants' loans	Interest rates ranging from 4.25% to 8.75%	-0-	<u>584,167</u>
				<u>\$ 43,770,814</u>

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

**Cost information not required for participant-directed investments.

See independent auditor's report.

CAPGEMINI FINANCIAL SERVICES USA INC. 401(K) RETIREMENT PLAN
SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

Employer Identification Number: 36-6899979 Plan Number: 001

For the Year Ended December 31, 2010

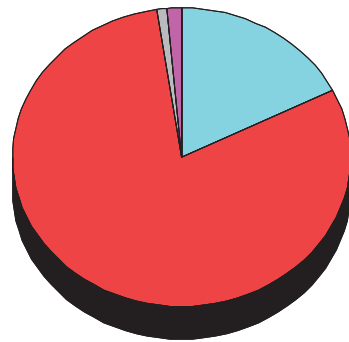
2010 Participant Contributions Transferred Late to Plan <hr/> Check Here If Late Participant Loan Repayments ☐ are included	Total that Constitutes Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside of VFCP	Contributions Pending Correction in VFCP	
<hr/> \$ 5,500	<hr/> \$ -	<hr/> \$ -	<hr/> \$ -	<hr/> \$ 5,500

See independent auditor's report.

STATEMENT OF ASSETS
FOR THE PERIOD 01/01/2011 - 12/31/2011

CAPGEMINI FINANCIAL SERVICES
USA INC. 401K RETIREMENT PLAN
CONSOLIDATION

ALLOCATION OF PLAN ASSETS



0.00% MONEY MARKET	17.58% COMMON / COLLECTIVE TRUSTS
80.02% MUTUAL FUNDS	0.99% OTHER ASSETS
1.34% LOANS	0.00% PENDING SETTLEMENT FUNDS
0.00% ACCRUED INCOME	0.07% CASH

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
<u>MONEY MARKET</u>					
RETIREMENT RESERVES MONEY FUND	349.3200	1.000	349.32	349.32	0.00%
RETIREMENT GM RESERVE MONEY FD	0.0002	1.000	0.00	0.00	0.00%
TOTAL MONEY MARKET			349.32	349.32	0.00%
<u>COMMON / COLLECTIVE TRUSTS</u>					
ML MID CAP INDEX TRUST	37,273.3613	18.790	681,803.03	700,366.46	1.61%
PUTNAM STABLE VALUE FUND	5,231,185.3800	1.000	5,231,185.38	5,231,185.38	12.02%
PUTNAM STABLE VALUE FUND GM	1,722,539.1900	1.000	1,722,539.19	1,722,539.19	3.96%
TOTAL COMMON / COLLECTIVE TRUSTS			7,635,527.60	7,654,091.03	17.58%

Balances include the effect of pending trades

STATEMENT OF ASSETS
FOR THE PERIOD 01/01/2011 - 12/31/2011

CAPGEMINI FINANCIAL SERVICES
USA INC. 401K RETIREMENT PLAN
CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
<u>MUTUAL FUNDS</u>					
BARON GROWTH FUND CL N	13,429.3305	51.010	704,109.36	685,030.15	1.57%
BARON GM GROWTH FUND CL N	16,683.5920	51.010	874,544.85	851,030.03	1.95%
NUVEEN TRDWD INTERNTINL VAL FD	27,369.0477	21.500	650,265.21	588,434.53	1.35%
JANUS OVERSEAS FD CL A	36,731.1957	31.330	1,409,993.02	1,150,788.36	2.64%
JANUS OVERSEAS FD CL A GM	96,395.6372	31.330	3,585,526.49	3,020,075.31	6.94%
PERKINS MID CAP VALUE FD CL A	51,791.4606	20.190	1,079,673.82	1,045,669.59	2.40%
PERKINS MID CAP VALUE GM CL A	51,336.1053	20.190	1,053,102.13	1,036,475.97	2.38%
TROWE PRICE EQUITY INCOME FD	89,348.3031	23.010	2,051,465.79	2,055,904.45	4.72%
TROWE PRICE EQUITY INC FD GM	133,907.1943	23.010	3,083,252.24	3,081,204.54	7.08%
PRUDENTIAL JENNISON HEALTH SCI	8,423.2461	25.220	156,503.46	212,434.27	0.49%
ING GLOBAL REAL ESTATE FD CL A	34,547.6480	15.000	507,829.60	518,214.72	1.19%
AMERICAN CAPITAL WORLD G & I	7,686.4500	32.120	241,093.77	246,888.77	0.57%
PIONEER OAK RIDGE SM CAP GRW A	36,313.9286	27.770	908,347.77	1,008,437.80	2.32%
PIONEER OAK RDGESM CP GRW A GM	13,790.9319	27.770	338,694.51	382,974.18	0.88%
INVESCO VAN KAMPEN SMALL CAP A	73,535.4831	15.430	1,179,706.83	1,134,652.50	2.61%
INVESCO VAN KAMPEN SMALL CAP A	38,608.6960	15.430	595,215.58	595,732.18	1.37%
SENTINEL GOVERNMENT	201,553.8664	10.760	2,160,985.47	2,168,719.60	4.98%
SENTINEL GOVERNMENT GM	220,307.8073	10.760	2,372,281.17	2,370,512.01	5.45%
VANGUARD TOTAL BOND MKT INDX	10,504.2377	11.000	115,469.07	115,546.61	0.27%
PIMCO REAL RETURN BD FD CL A	25,855.3427	11.790	305,058.63	304,834.49	0.70%

Balances include the effect of pending trades

STATEMENT OF ASSETS
FOR THE PERIOD 01/01/2011 - 12/31/2011

CAPGEMINI FINANCIAL SERVICES
USA INC. 401K RETIREMENT PLAN
CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
OPPENHEIMER DEV MKTS FD CL A	57,384.0163	29.320	1,774,059.96	1,682,499.36	3.86%
IVY GLBL NATURAL RES FD CL A	47,100.5402	16.960	996,406.96	798,825.16	1.83%
PIMCO TOTAL RETURN FUND CL A	155,382.4156	10.870	1,698,367.77	1,689,006.86	3.88%
PIMCO TOT RET FD CL A GM	252,703.6471	10.870	2,695,549.44	2,746,888.64	6.31%
BLACKROCK S&P500 INDEX I	101,409.6388	15.360	1,458,730.04	1,557,652.05	3.58%
GOLDMAN SACHC HIGH YIELD FD A	20,297.6385	6.850	138,045.98	139,038.82	0.32%
FRANKLIN MUTUAL FINCL	7,290.8392	11.570	110,601.17	84,355.01	0.19%
INVESCO EUROPEAN GROWTH FUND A	12,759.5978	28.220	421,235.56	360,075.85	0.83%
ASTON/MONTAG & CALDWELL GROWTH	25,778.6469	22.890	592,028.75	590,073.23	1.36%
ASTON/MONTAG & CALDWELL GRW GM	101,558.8153	22.890	2,295,774.04	2,324,681.28	5.34%
BLKRK SC&TCH OPP A	6,432.4623	8.550	48,178.09	54,997.55	0.13%
OPPENHEIMR GLD & SPCL MNRLS FD	6,726.7560	34.680	305,592.37	233,283.90	0.54%
TOTAL MUTUAL FUNDS			35,907,688.90	34,834,937.77	80.02%
<u>OTHER ASSETS</u>					
SELF-DIRECT ACCT	429,458.2599	1.000	429,458.25	429,458.26	0.99%
SELF-DIRECT ACCT	1,161.4100	1.000	1,161.41	1,161.41	0.00%
TOTAL OTHER ASSETS			430,619.66	430,619.67	0.99%
<u>LOANS</u>					
LOAN FUND	584,167.4700	1.000	584,167.47	584,167.47	1.34%
<u>PENDING SETTLEMENT FUNDS</u>					
PENDING SETTLEMENT FUND	50.0000	1.000	50.00	50.00	0.00%

Balances include the effect of pending trades

STATEMENT OF ASSETS
FOR THE PERIOD 01/01/2011 - 12/31/2011

CAPGEMINI FINANCIAL SERVICES
USA INC. 401K RETIREMENT PLAN
CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
INVESTMENT TOTAL			44,558,402.95	43,504,215.26	99.93%
UNINVESTED CASH			0.00	0.00	0.00%
ACCRUED INCOME			1,120.80	1,120.80	0.00%
CASH			29,318.98	29,318.98	0.07%
TOTAL ASSETS			44,588,842.73	43,534,655.04	100.00%

The balance in the cash fund may be temporarily invested in the BIF Money Fund. Additional amounts not reported as cash may also be invested in the BIF Money Fund pending settlement of trades.

Balances include the effect of pending trades