

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 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</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>SOGETI USA LLC 401(K) PROFIT SHARING 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>05/01/2002</u></td> </tr> </table>	1b Three-digit plan number (PN) ►	<u>001</u>	1c Effective date of plan	<u>05/01/2002</u>		
1b Three-digit plan number (PN) ►	<u>001</u>						
1c Effective date of plan	<u>05/01/2002</u>						
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>SOGETI USA LLC</u> <u>10100 INNOVATION DR, SUITE 200</u> <u>DAYTON, OH 45342</u>	<table border="1"> <tr> <td>2b Employer Identification Number (EIN)</td> <td><u>13-4180354</u></td> </tr> <tr> <td>2c Sponsor's telephone number</td> <td><u>937-291-8100</u></td> </tr> <tr> <td>2d Business code (see instructions)</td> <td><u>541511</u></td> </tr> </table>	2b Employer Identification Number (EIN)	<u>13-4180354</u>	2c Sponsor's telephone number	<u>937-291-8100</u>	2d Business code (see instructions)	<u>541511</u>
2b Employer Identification Number (EIN)	<u>13-4180354</u>						
2c Sponsor's telephone number	<u>937-291-8100</u>						
2d Business code (see instructions)	<u>541511</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>10/14/2013</u>	<u>LAURENT CORBIER</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/14/2013</u>	<u>LAURENT CORBIER</u>
	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
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional) <u>RONALD ARCULEO</u> <u>DELOITTE TAX LLP</u> <u>1700 MARKET STREET</u> <u>PHILADELPHIA, PA 19103</u>			Preparer's telephone number (optional) <u>215-246-2300</u>

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 3160
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	2106
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	1182
d Subtotal. Add lines 6a , 6b , and 6c	6d	3288
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	2
f Total. Add lines 6d and 6e	6f	3290
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	3167
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	374
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan SOGETI USA LLC 401(K) PROFIT SHARING PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 SOGETI USA LLC	D Employer Identification Number (EIN) 13-4180354

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

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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)

PRICE WATERHOUSE COOPERS LLP

PO BOX 75647
CHICAGO, IL 60675

(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	20496	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

T. ROWE PRICE

100 EAST PRATT STREET
BALTIMORE, MD 21202

(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 21 25 28 37 38 49 50 52 57 59 62 64 65	NONE	7426	Yes ☒ No ☐	Yes ☒ No ☐	0	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 ☐

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
T ROWE PRICE RPS INC	15 21 25 28 37 38 49 50 52 57 59 62 64 65	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
TRP STABLE VALUE FUND SCH B 100 EAST PRATT STREET BALTIMORE, MD 21202	FEE FOR SHAREHOLDER SERVICING BASED UPON 0.1%	
(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 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>SOGETI USA LLC 401(K) PROFIT SHARING 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>SOGETI USA LLC</u>	D Employer Identification Number (EIN) <u>13-4180354</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: <u>STABLE VALUE FUND</u>		
b Name of sponsor of entity listed in (a): <u>T. ROWE PRICE TRUST COMPANY</u>		
c EIN-PN <u>52-1309931-001</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>29354816</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EQUITY INDEX TRUST</u>		
b Name of sponsor of entity listed in (a): <u>T. ROWE PRICE INSTITUTIONAL COM TRST</u>		
c EIN-PN <u>52-6559833-001</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>9259800</u>
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
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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
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan SOGETI USA LLC 401(K) PROFIT SHARING PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 SOGETI USA LLC	D Employer Identification Number (EIN) 13-4180354	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	2488857	2599683
(9) Value of interest in common/collective trusts.....	1c(9)	31639452	38614616
(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)	120301386	149665543
(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)	80424	109997
(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	154510119	190989839

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	42723	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	42723	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	154467396	190989839
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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)	15834906	
(B) Participants	2a(1)(B)	12036990	
(C) Others (including rollovers)	2a(1)(C)	1085676	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		28957572

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)	85752	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		85752

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	2694	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	4704346	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		4707040

(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	4442	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	3275	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		1167

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	30155	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		30155

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		2322325
(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)		15686924
c Other income.....	2c		50000
d Total income. Add all income amounts in column (b) and enter total.....	2d		51840935

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	15241882	
(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)		15241882
f Corrective distributions (see instructions)	2f		43269
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	23424	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	9917	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		33341
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		15318492

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		36522443
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: PRICE WATERHOUSE COOPERS

(2) EIN: 13-4008324

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

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.).....

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.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
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	
4c			
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	
4d			
e Was this plan covered by a fidelity bond?	X		25000000
4e			
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	
4f			
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	
4g			
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	
4h			
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		
4i			
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	
4j			
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	
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>SOGETI USA LLC 401(K) PROFIT SHARING 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>SOGETI USA LLC</u>	D Employer Identification Number (EIN) <u>13-4180354</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>52-1481931</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

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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____



Sogeti USA LLC
401(k) Profit Sharing Plan
Financial Statements
December 31, 2012 and 2011, and
Supplemental Schedule at December 31, 2012

Sogeti USA LLC
401(k) Profit Sharing Plan
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Schedule H, Line 4i – Schedule of Assets (Held at End of Year) December 31, 2012.....	14
 Note: All 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.	



Independent Auditor's Report

To the Participants and Administrator of the
Sogeti USA LLC 401(k) Profit Sharing Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Sogeti USA LLC 401(k) Profit Sharing Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011 and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of 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, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by T. Rowe Price Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2012 and 2011 and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.



Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on the financial statements.

Other Matter

The supplemental schedule of assets (held at end of year) at December 31, 2012 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Princeton House Cooper LLP

October 7, 2013

Sogeti USA LLC
401(k) Profit Sharing Plan
Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

Assets	2012	2011
Investments, at fair value		
Mutual funds	\$ 149,665,543	\$ 120,301,386
Common collective trusts	38,614,616	31,639,452
Common stock	109,997	80,424
Total investments	188,390,156	152,021,262
Notes receivable from participants	2,599,683	2,488,857
Total assets	190,989,839	154,510,119
Liabilities		
Due to employees for excess contributions	-	42,723
Total liabilities	-	42,723
Net assets available for benefits, at fair value	190,989,839	154,467,396
Adjustment from fair value to contract value for fully benefit-responsive investment contracts held in common collective trust	(1,209,948)	(823,617)
Net assets available for benefits	\$ 189,779,891	\$ 153,643,779

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

Sogeti USA LLC
401(k) Profit Sharing Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2012 and 2011

Additions	2012	2011
Investment income (loss)		
Net appreciation (depreciation) in fair value of investments	\$ 17,040,736	\$ (6,430,887)
Interest and dividends	5,320,544	4,977,655
Total investment income (loss)	<u>22,361,280</u>	<u>(1,453,232)</u>
Contributions		
Employer	15,834,906	12,532,919
Participant	12,036,990	11,144,191
Rollover	1,085,676	1,176,446
Total contributions	<u>28,957,572</u>	<u>24,853,556</u>
Other income	50,000	50,000
Interest income on notes receivable from participants	85,752	87,745
Transfers into the Plan (Note 1)	-	772,441
Total additions	<u>51,454,604</u>	<u>24,310,510</u>
Deductions		
Benefit payments	15,285,151	12,635,728
Administrative expenses	33,341	64,052
Total deductions	<u>15,318,492</u>	<u>12,699,780</u>
Net increase	<u>36,136,112</u>	<u>11,610,730</u>
Net assets available for benefits		
Beginning of year	<u>153,643,779</u>	<u>142,033,049</u>
End of year	<u>\$ 189,779,891</u>	<u>\$ 153,643,779</u>

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

Sogeti USA LLC
401(k) Profit Sharing Plan
Notes to Financial Statements
December 31, 2012 and 2011

1. Description of the Plan

The following description of the Sogeti USA LLC 401(k) Profit Sharing Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General and Participation

The Plan is a defined contribution profit-sharing plan covering all full-time employees of Sogeti USA LLC (the "Company") as of the first of the calendar month after or coinciding with date of hire and attainment of age twenty-one. The Plan also includes a 401(k) employee savings feature. The Plan administrator controls and manages the operation and administration of the Plan. The trustee of the Plan's assets is T. Rowe Price Trust Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). Participants must be employed on December 31 of each year to be eligible for profit sharing contributions.

Effective July 1, 2011, assets totaling \$772,441 of the BluWater Consulting LLC 401(k) and Profit Sharing Plan were merged into the Plan.

Contribution Policy

The Company may contribute a discretionary profit-sharing contribution up to 10% of base compensation. The Company elected to make discretionary contributions of \$9,003,069 and \$6,387,043 for the Plan years ended December 31, 2012 and 2011, respectively. Participants may contribute up to 18% of pretax annual compensation, as defined in the Plan; however, participants age 50 and over may make additional catch up contributions as per the Internal Revenue Code ("IRC") limitations. The Company matches 100% of the first 6% of these voluntary participant contributions.

Investment Funds

Participants direct the investment of their contributions and Company contributions in various investment options offered by the Plan. The Plan currently offers twenty-one mutual funds and two common collective trusts as investment options for participants. Investment fund alternatives range from conservative to aggressive in their degree of risk. Contributions are subject to certain IRC limitations.

Participation Accounts

Each participant's account is credited with the participant's contributions, the Company's matching contributions, Plan earnings and an allocation of profit-sharing contributions. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting and Forfeited Accounts

Participants are immediately vested in their voluntary contributions and any earnings or losses thereon. Vesting in the remainder of their accounts is based on years of credited service. A participant is 100% vested after six years of credited service on pre-2001 matching contributions, after three years of credited service on post 2000 matching contributions as well as profit sharing contributions for plan years after January 1, 2007, and after five years of credited service on profit sharing contributions made for plan years prior to January 1, 2007.

Sogeti USA LLC
401(k) Profit Sharing Plan
Notes to Financial Statements
December 31, 2012 and 2011

At December 31, 2012 and 2011, unallocated nonvested accounts totaled \$0 and \$55,893, respectively. Amounts forfeited by terminated participants are used to reduce employer contributions. In 2012 and 2011, employer contributions were reduced by \$1,179,402 and \$1,252,808 from unallocated forfeitures, respectively.

Notes Receivable from Participants

Participants may borrow against their accounts subject to certain minimum and maximum limitations set forth in the Plan document. Loans are repayable within five years (except for certain home-related loans, payable over not more than thirty years) and bear interest at rates ranging from 3.25% to 10.50% at December 31, 2012 and 2011. Interest earned on participant loan balances is credited directly to the participant's investment fund according to their respective allocation percentage elections. During 2012 and 2011, the interest credited was \$85,752 and \$87,745, respectively.

Payment of Benefits

Upon termination of service for death, disability or retirement, a participant will be 100% vested and receive payments according to the Plan's provisions. Upon termination of service prior to retirement for other than death or disability, a participant will receive a distribution from their vested account balance as provided by the Plan.

Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts. Any unallocated assets of the Plan shall be allocated to participant accounts and distributed in such a manner as the Company may determine.

Recent Accounting Pronouncements

In May 2011, the FASB issued a new accounting standard intended to improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. GAAP and IFRS. The amendments are of two types: (i) those that clarify the Board's intent about the application of existing fair value measurement and disclosure requirements and (ii) those that change a particular principle or requirement for measuring fair value or for disclosing information about fair value measurements. The update was effective for annual periods beginning after December 15, 2011. The adoption of this guidance did not have a material impact on the Plan's financial statements.

Sogeti USA LLC
401(k) Profit Sharing Plan
Notes to Financial Statements
December 31, 2012 and 2011

2. Summary of Significant Accounting Policies

Basis of Accounting

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

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for discussion of fair value measurements.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Company has evaluated guaranteed investment contracts held in the T. Rowe Price Stable Value Fund common collective trust and determined that they are fully benefit-responsive contracts. Accordingly, the Statements of Net Assets Available for Benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statements of Changes in Net Assets Available for Benefits are prepared on a contract value basis.

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

Participant Loans Receivable

Participant loans are measured at their unpaid principal balance plus any accrued but unpaid interest rather than fair value. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Contributions

Employee contributions are made through regular payroll deductions and are paid into the Plan biweekly along with the corresponding Company matching contributions.

Payment of Benefits

Benefits are recognized when paid.

Administrative Expenses

Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. During 2012 and 2011, the recordkeeper contributed \$50,000 to the Plan to be used for paying certain administrative expenses of the Plan, which is classified as other income in the Statements of Changes in Net Assets Available for Benefits. The Company pays all other administrative expenses of the Plan as allowed in the Plan document. Administrative fees related to notes receivable from participants are paid by the participants.

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Use of Estimates

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

Risks and Uncertainties

The Plan provides for various investment options in a combination of various 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 these investments, it is at least reasonably possible that changes in the values of investments 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 Statements of Changes in Net Assets Available for Benefits.

Subsequent Events

The Plan has evaluated subsequent events through October 7, 2013 as this was the date financial statements were made available to be issued. No matters were identified that would materially impact the financial statements or require disclosure.

3. Investments

The following investments represent 5% or more of the Plan's assets available for benefits at December 31:

	2012	2011
T. Rowe Price Spectrum Income Fund	\$ 12,500,096	\$ 10,497,777
T. Rowe Price Growth Stock Fund	17,523,760	14,906,690
T. Rowe Price Mid-Cap Growth Fund	12,214,690	10,536,947
T. Rowe Price Retirement 2040 Fund	12,251,635	9,272,574
T. Rowe Price International Growth and Income Fund	*	8,037,738
T. Rowe Price Media and Telecommunications Fund	11,804,306	9,372,301
T. Rowe Price Stable Value Fund	28,144,868	22,792,910
T. Rowe Price New Horizons Fund	10,247,812	8,238,655
T. Rowe Price Equity Index Trust	*	8,022,925
T. Rowe Price Retirement 2045 Fund	10,432,490	8,238,655

* does not exceed 5% of net assets as of the respective reporting periods

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The Plan's investments (including investments bought, sold, and held during the year) appreciated (depreciated) in value for the years ended December 31, as follows:

	2012	2011
Mutual funds	\$ 15,686,925	\$ (6,528,081)
Common collective trust	1,322,490	138,771
Common stock	<u>31,321</u>	<u>(41,577)</u>
	<u>\$ 17,040,736</u>	<u>\$ (6,430,887)</u>

4. Investment Contracts in Common Collective Trust

The Plan maintains an investment contract in a common collective trust, the T. Rowe Price Stable Value Fund (the "SVF"). The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is valued based on the net asset value of the fund as of year end, which is based on the fair value of the underlying investments of the fund, less any liabilities of the fund, divided by the number of shares issued.

The SVF is included in the financial statements at fair value, with a separately presented adjustment to contract value, because it is fully benefit-responsive. The SVF invests principally in guaranteed investment contracts ("GICs") issued by insurance companies; investment contracts issued by banks ("BICs"); structured or synthetic investment contracts ("SICs") issued by banks, insurance companies, and other issuers, as well as the securities supporting such SICs (underlying assets); separate account contracts ("SACs"); and other similar instruments that are intended to maintain a constant net asset value while permitting participant-initiated, benefit-responsive withdrawals for certain events.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The average yield and crediting interest rates were 2.36% and 2.69%, respectively, for the year ended December 31, 2012. The average yield and crediting interest rates were 2.69% and 2.77%, respectively, for the year ended December 31, 2011. The crediting interest rate is based on a formula agreed upon with the issuer and there is no minimum crediting rate. Such interest rates are reviewed annually for resetting.

5. Fair Value Measurements

Accounting guidance for fair value measurements establishes a framework for measuring fair value and expanded disclosures regarding fair value measurements. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under fair value measurements are described below:

- | | |
|---------|---|
| Level 1 | Inputs to the valuation methodology are unadjusted quotes prices for identical assets or liabilities in active markets that the Plan has the ability to access. |
| Level 2 | Inputs to the valuation methodology include: |

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

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

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

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. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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

Mutual Funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Common Collective Trusts: The Plan's interest in the collective trusts are valued based on information reported by the investment advisor using audited financial statements of the collective trusts at year-end. The fair value and contract value are based on the fair value and contract value of the underlying investments of the trusts. Underlying securities for which quotations are readily available are valued at their most recent bid prices in the principal market in which such securities are normally traded. Underlying securities for which quotations are not readily available are valued at original cost plus accrued interest or at amortized costs, which approximates current value. Investments in underlying funds are valued at their closing net asset value.

Generally, under ordinary market conditions, all common collective trust positions provide daily market liquidity to Plan participants and the Plan. The Plan invests in the T. Rowe Price Stable Value Fund and the T. Rowe Price Equity Index Trust, bank collective investment trusts, in which participant transactions (issuances and redemptions) may occur daily. Were the Plan to initiate a full redemption of the collective trusts, the investment advisor reserves the right to temporarily delay withdrawal from the trusts in order to ensure that securities liquidation will be carried out in an orderly business manner.

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

The method described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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.

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The following tables set forth by level, within fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

Fair Value Measurements at December 31, 2012				
	Level 1	Level 2	Level 3	Total
Mutual funds				
Equities - large cap value	\$ 8,335,555	\$ -	\$ -	\$ 8,335,555
Equities - large cap growth	17,523,760	-	-	17,523,760
Equities - mid cap	12,214,690	-	-	12,214,690
Equities - small cap	10,247,812	-	-	10,247,812
Bonds	12,500,096	-	-	12,500,096
International/global	9,408,305	-	-	9,408,305
Media and telecommunication	11,804,306	-	-	11,804,306
Technology sector	4,785,642	-	-	4,785,642
Life cycles	62,845,377	-	-	62,845,377
Total mutual funds	149,665,543	-	-	149,665,543
Common collective trusts	-	38,614,616	-	38,614,616
Common stock	109,997	-	-	109,997
Total assets at fair value	<u>\$ 149,775,540</u>	<u>\$ 38,614,616</u>	<u>\$ -</u>	<u>\$ 188,390,156</u>

Fair Value Measurements at December 31, 2011				
	Level 1	Level 2	Level 3	Total
Mutual funds				
Equities - large cap value	\$ 6,787,507	\$ -	\$ -	\$ 6,787,507
Equities - large cap growth	14,906,690	-	-	14,906,690
Equities - mid cap	10,536,947	-	-	10,536,947
Equities - small cap	8,238,655	-	-	8,238,655
Bonds	10,497,777	-	-	10,497,777
International/global	8,037,738	-	-	8,037,738
Media and telecommunication	9,372,301	-	-	9,372,301
Technology sector	4,377,130	-	-	4,377,130
Life cycle	47,546,641	-	-	47,546,641
Total mutual funds	120,301,386	-	-	120,301,386
Common collective trusts	-	31,639,452	-	31,639,452
Common stock	80,424	-	-	80,424
Total assets at fair value	<u>\$ 120,381,810</u>	<u>\$ 31,639,452</u>	<u>\$ -</u>	<u>\$ 152,021,262</u>

Sogeti USA LLC
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Notes to Financial Statements
December 31, 2012 and 2011

6. Information Certified by the Trustee

The following Plan financial information and data at December 31, 2012 and 2011 and for the years then ended were certified as complete and accurate by the trustee of the Plan, in accordance with Section 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA:

	2012	2011
Statements of Net Assets Available for Benefits		
Investments, at fair value		
Mutual funds	\$ 149,665,543	\$ 120,301,386
Common collective trusts	38,614,616	31,639,452
Common stock	109,997	80,424
Investments, at contract value		
Common collective trust	28,144,868	22,792,910
Notes receivable from participants	2,599,683	2,488,857
Statement of Changes in Net Assets Available for Benefits		
Dividends and interest	5,320,544	4,977,655
Net appreciation (depreciation) in value of investments	17,040,736	(6,430,887)
Interest income on notes receivable from participants	85,752	87,745

7. Related Party Transactions

Certain Plan investments are shares of mutual funds and interests in common collective trusts managed by an affiliate of the T. Rowe Price Trust Company. The T. Rowe Price Trust Company is the trustee as defined by the Plan and, therefore, transactions in these funds qualify as party-in-interest transactions. The Plan also invests in common stock of Cap Gemini SA, who is the parent of the Company. The Cap Gemini SA common stock held by the Plan is \$109,997 and \$80,424 at December 31, 2012 and 2011, respectively.

The Company provides the Plan with certain accounting and administrative services for which no fees are charged.

Notes receivable from participants are considered party-in-interest transactions since these participants have a vested interest in Plan assets.

8. Tax Status

The Plan obtained its latest determination letter on November 28, 2012, in which the Internal Revenue Service ("IRS") stated that the Plan, as designed, is in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and the Plan and related trust continue to be tax-exempt. Therefore, no provisions for income taxes have been included in the Plan's financial statements.

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December 31, 2012 and 2011

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan. The financial statement effects are recognized when the Plan has taken an uncertain position that more likely than not would be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded as of December 31, 2012, there are no uncertain tax positions taken or expected to be taken. 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 2009.

9. Reconciliation of Financial Statements to Form 5500

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

	2012	2011
Net assets available for benefits per the financial statements	\$ 189,779,891	\$ 153,643,779
Adjustment from fair value to contract value for fully benefit-responsive investment contracts held in common collective trust	<u>1,209,948</u>	<u>823,617</u>
Net assets available for benefits per the Form 5500	<u>\$ 190,989,839</u>	<u>\$ 154,467,396</u>

The following is a reconciliation of the increase in net assets available for benefits per the financial statements to the Form 5500 at December 31, 2012:

Net increase in net assets available for benefits per the financial statements	\$ 36,136,112
Adjustment from fair value to contract value for fully benefit-responsive investment contracts included in common collective trust	<u>386,331</u>
Net increase in net assets available for benefits per the Form 5500	<u>\$ 36,522,443</u>

Sogeti USA LLC
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Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer or Borrower	Description of Investment	Cost**	Current Value***
	Common Collective Trust			
*	T. Rowe Price	T. Rowe Price Equity Index Trust		\$ 9,259,800
*	T. Rowe Price	T. Rowe Price Stable Value Fund		29,354,816
	Mutual Funds			
*	T. Rowe Price	T. Rowe Price Retirement 2010 Fund		1,314,420
*	T. Rowe Price	T. Rowe Price Retirement 2020 Fund		5,793,930
*	T. Rowe Price	T. Rowe Price Retirement 2005 Fund		264,782
*	T. Rowe Price	T. Rowe Price Retirement 2015 Fund		1,497,327
*	T. Rowe Price	T. Rowe Price Retirement 2025 Fund		4,136,202
*	T. Rowe Price	T. Rowe Price Retirement 2035 Fund		8,293,659
*	T. Rowe Price	T. Rowe Price Retirement 2045 Fund		10,432,490
*	T. Rowe Price	T. Rowe Price Retirement 2030 Fund		8,331,227
*	T. Rowe Price	T. Rowe Price Retirement 2050 Fund		815,636
*	T. Rowe Price	T. Rowe Price Retirement 2055 Fund		590,302
*	T. Rowe Price	T. Rowe Price Retirement 2040 Fund		12,251,635
*	T. Rowe Price	T. Rowe Price Retirement Income Fund		989,372
*	T. Rowe Price	T. Rowe Price International Growth & Income		9,408,305
*	T. Rowe Price	T. Rowe Price Media & Telecommunications		11,804,306
*	T. Rowe Price	T. Rowe Price Growth Stock Fund		17,523,760
*	T. Rowe Price	T. Rowe Price New Horizons Fund		10,247,812
*	T. Rowe Price	T. Rowe Price Science & Technology Fund		4,785,642
*	T. Rowe Price	T. Rowe Price Mid-Cap Growth Fund		12,214,690
*	T. Rowe Price	T. Rowe Price Equity Income Fund		8,335,555
*	T. Rowe Price	T. Rowe Price Spectrum Income Fund		12,500,096
*	T. Rowe Price	T. Rowe Price Spectrum Growth Fund		8,134,395
	Company stock			
*	Cap Gemini	Cap Gemini SA Common Stock		109,997
	Other			
*	Participant Loans	Interest rates ranging from 3.25% to 10.50%		2,599,683
				<u>\$ 190,989,839</u>

* Denotes party-in-interest.

** Information omitted because all investments are participant-directed.

*** Information certified as complete and accurate by T. Rowe Price Trust Company.

Plan Name	SOGETI USA LLC 401(K) PROFIT SHARING PLAN
Plan Sponsor EIN	13-4180354
ERISA Plan #	001
Plan Year Ending	December 31, 2012

The required attachment marked with an “X” in the Attachment column is included within the Accountant’s Opinion attachment to Sch. H, Part III, Line 3, which consists of the entire audit report issued by the plan’s Independent Qualified Public Accountant (IQPA).

Form / Schedule	Line #	Description	Attachment
5500 Sch. H	Line 3	Financial statements used in formulating the IQPA's opinion	X
5500 Sch. H	Line 4i	Schedule of Assets (Held at End of Year)	X
5500 Sch. H	Line 4i	Schedule of Assets (Acquired and Disposed of Within Year)	
5500 Sch. H	Line 4j	Schedule of Reportable Transactions	
5500 Sch. H	Line 4a	Schedule of Delinquent Participant Contributions	

Plan Name	SOGETI USA LLC 401(K) PROFIT SHARING PLAN
Plan Sponsor EIN	13-4180354
ERISA Plan #	001
Plan Year Ending	December 31, 2012

The required attachment marked with an “X” in the Attachment column is included within the Accountant’s Opinion attachment to Sch. H, Part III, Line 3, which consists of the entire audit report issued by the plan’s Independent Qualified Public Accountant (IQPA).

Form / Schedule	Line #	Description	Attachment
5500 Sch. H	Line 3	Financial statements used in formulating the IQPA's opinion	X
5500 Sch. H	Line 4i	Schedule of Assets (Held at End of Year)	X
5500 Sch. H	Line 4i	Schedule of Assets (Acquired and Disposed of Within Year)	
5500 Sch. H	Line 4j	Schedule of Reportable Transactions	
5500 Sch. H	Line 4a	Schedule of Delinquent Participant Contributions	