

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
---	---	--

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>CAPGEMINI CASH BALANCE RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>05/23/2000</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>05/23/2000</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>05/23/2000</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>CAPGEMINI U.S. LLC</u> <u>623 FIFTH AVENUE, 33RD</u> <u>NEW YORK, NY 10022</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>22-3712959</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>212-314-3100</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>541600</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>22-3712959</u>	2c Sponsor's telephone number <u>212-314-3100</u>	2d Business code (see instructions) <u>541600</u>	
2b Employer Identification Number (EIN) <u>22-3712959</u>					
2c Sponsor's telephone number <u>212-314-3100</u>					
2d Business code (see instructions) <u>541600</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	<u>10/23/2013</u> Date	<u>SHAWN SHOPE</u> 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
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

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
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		5 492
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	105
b Retired or separated participants receiving benefits.....	6b	14
c Other retired or separated participants entitled to future benefits.....	6c	389
d Subtotal. Add lines 6a , 6b , and 6c	6d	508
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	1
f Total. Add lines 6d and 6e	6f	509
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	1
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: 1A 1C 1G 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 SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	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

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan CAPGEMINI CASH BALANCE RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF CAPGEMINI U.S. LLC	D Employer Identification Number (EIN) 22-3712959
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500

Part I	Basic Information
1 Enter the valuation date: Month 01 Day 01 Year 2012	
2 Assets:	
a Market value	2a 56479036
b Actuarial value	2b 57675759
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a 11 1377767
b For terminated vested participants.....	3b 383 38012210
c For active participants:	
(1) Non-vested benefits.....	3c(1) 107982
(2) Vested benefits.....	3c(2) 14996269
(3) Total active	3c(3) 98 15104251
d Total	3d 492 54494228
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 6.74 %
6 Target normal cost.....	6 1961222

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		10/14/2013
Signature of actuary		Date
DANIEL BALSAM		11-06747
Type or print name of actuary		Most recent enrollment number
FIDELITY INVESTMENTS		212-335-5327
Firm name		Telephone number (including area code)
640 5TH AVENUE, IN2 NEW YORK, NY 10019		
Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>2.10</u> %		
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		648310
b	Interest on (a) using prior year's effective interest rate of <u>6.06</u> % except as otherwise provided (see instructions)		39288
c	Total available at beginning of current plan year to add to prefunding balance		687598
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	105.83 %
15	Adjusted funding target attainment percentage	15	105.83 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	94.76 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/10/2012	1250000				
07/12/2012	1250000				
01/14/2013	2500000				
09/12/2013	750000				
			Totals ►	18(b)	5750000
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 5443923
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If line 20a is "Yes," see instructions and complete the following table as applicable:	

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0		0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	1961222	
b Excess assets, if applicable, but not greater than line 31a	31b	1961222	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	0	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	5443923	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	5443923	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

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 CAPGEMINI CASH BALANCE RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 CAPGEMINI U.S. LLC	D Employer Identification Number (EIN) 22-3712959

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
DODGE AND COX
94-1441976

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
STATE STREET BANK & TRUST CO
04-1867445

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

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

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

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

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

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

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

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

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

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

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

PYRAMIS GLOBAL ADVISORS TRUST CO

20-4659714

(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?
28 51	INVESTMENT MGR	88750	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FID INV INST OPS CO

04-2647786

(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?
11 17 50 70	ACTUARY/CONS	70020	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

STATE STREET BANK & TRUST COMPANY

04-1867445

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
25 28 99 62 50	TRUSTEE/CUSTODIAN	11039	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)

EISNERAMPER LLP

13-1639826

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	AUDITOR	42000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information 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 <u>CAPGEMINI CASH BALANCE 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 U.S. LLC</u>	D Employer Identification Number (EIN) <u>22-3712959</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)
---------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PYRAMIS INTERNATIONAL GROWTH COMMIN</u>				
b Name of sponsor of entity listed in (a): <u>PYRAMIS GLOBAL ADVISORS TRUST COMPANY</u>				
c EIN-PN <u>20-4659714-017</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>2733499</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PYRAMIS SELECT INTL EQUITY COMMINGL</u>				
b Name of sponsor of entity listed in (a): <u>PYRAMIS GLOBAL ADVISORS TRUST COMPANY</u>				
c EIN-PN <u>20-4659714-021</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>3723873</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PYRAMIS DIVERS LARGE CAP VALUE COMM</u>				
b Name of sponsor of entity listed in (a): <u>PYRAMIS GLOBAL ADVISORS TRUST COMPANY</u>				
c EIN-PN <u>20-4659714-028</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>1453976</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PYRAMIS LONG DURATION COMMINGLED PL</u>				
b Name of sponsor of entity listed in (a): <u>PYRAMIS GLOBAL ADVISORS TRUST COMPANY</u>				
c EIN-PN <u>20-4659714-053</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>769850</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PYRAMIS FOCUSED LGE CAP GR</u>				
b Name of sponsor of entity listed in (a): <u>PYRAMIS GLOBAL ADVISORS TRUST COMPANY</u>				
c EIN-PN <u>20-4659714-102</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>1577581</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PYRAMIS HIGH YIELD BOND COM</u>				
b Name of sponsor of entity listed in (a): <u>PYRAMIS GLOBAL ADVISORS TRUST COMPANY</u>				
c EIN-PN <u>20-4659714-013</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>1741880</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PYRAMIS SMALL CAP CORE COM</u>				
b Name of sponsor of entity listed in (a): <u>PYRAMIS GLOBAL ADVISORS TRUST COMPANY</u>				
c EIN-PN <u>20-4659714-008</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>1366254</u>		

a Name of MTIA, CCT, PSA, or 103-12 IE: PYRAMIS LGE CAP CORE 130/30		
b Name of sponsor of entity listed in (a): PYRAMIS GLOBAL ADVISORS TRUST COMPANY		
c EIN-PN 20-4659714-097	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 436655
a Name of MTIA, CCT, PSA, or 103-12 IE: PYRAMIS QUANT LGE CAP CORE		
b Name of sponsor of entity listed in (a): PYRAMIS GLOBAL ADVISORS TRUST COMPANY		
c EIN-PN 20-4659714-057	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1302192
a Name of MTIA, CCT, PSA, or 103-12 IE: PYRAMIS SMALL/MID CAP CORE		
b Name of sponsor of entity listed in (a): PYRAMIS GLOBAL ADVISORS TRUST COMPANY		
c EIN-PN 20-4659714-029	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2587805
a Name of MTIA, CCT, PSA, or 103-12 IE: PYRAMIS REIT COM POOL		
b Name of sponsor of entity listed in (a): PYRAMIS GLOBAL ADVISORS TRUST COMPANY		
c EIN-PN 20-4659714-005	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2294975
a Name of MTIA, CCT, PSA, or 103-12 IE: PYRAMIS SELECT INTL SMALL CAP		
b Name of sponsor of entity listed in (a): PYRAMIS GLOBAL ADVISORS TRUST COMPANY		
c EIN-PN 20-4659714-036	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1128282
a Name of MTIA, CCT, PSA, or 103-12 IE: PYRAMIS LONG CO A OR BTR CM PL		
b Name of sponsor of entity listed in (a): PYRAMIS GLOBAL ADVISORS TRUST COMPANY		
c EIN-PN 20-4659714-103	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1125847
a Name of MTIA, CCT, PSA, or 103-12 IE: PYRAMIS TSY INFL PRTD SICP FN		
b Name of sponsor of entity listed in (a): PYRAMIS GLOBAL ADVISORS TRUST COMPANY		
c EIN-PN 20-4659714-104	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 865365
a Name of MTIA, CCT, PSA, or 103-12 IE: PYRAMIS LARGE CAP CORE		
b Name of sponsor of entity listed in (a): PYRAMIS GLOBAL ADVISORS TRUST COMPANY		
c EIN-PN 20-4659714-051	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6304813
a Name of MTIA, CCT, PSA, or 103-12 IE: PYRAMIS EMG MKT DET COM		
b Name of sponsor of entity listed in (a): PYRAMIS GLOBAL ADVISORS TRUST COMPANY		
c EIN-PN 20-4659714-022	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1773184
a Name of MTIA, CCT, PSA, or 103-12 IE: PYRAMIS INTERM DUR COMM IN		
b Name of sponsor of entity listed in (a): PYRAMIS GLOBAL ADVISORS TRUST COMPANY		
c EIN-PN 20-4659714-014	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8397538

a Name of MTIA, CCT, PSA, or 103-12 IE: PYRAMIS SELECT CANADA POOL**b** Name of sponsor of entity listed in (a): PYRAMIS GLOBAL ADVISORS TRUST COMPANY

c EIN-PN 20-4659714-101	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 649879
--------------------------------	------------------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: PYRAMIS SELECT EMRG MRKTS**b** Name of sponsor of entity listed in (a): PYRAMIS GLOBAL ADVISORS TRUST COMPANY

c EIN-PN 20-4659714-101	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1869331
--------------------------------	------------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE: PYRAMIS BROAD MARKET DURA**b** Name of sponsor of entity listed in (a): PYRAMIS GLOBAL ADVISORS TRUST COMPANY

c EIN-PN 20-4659714-012	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8240623
--------------------------------	------------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE: PYRAMIS DIVERS LARGE CAP**b** Name of sponsor of entity listed in (a): PYRAMIS GLOBAL ADVISORS TRUST COMPANY

c EIN-PN 20-4659714-007	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 950592
--------------------------------	------------------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: PYRAMIS EARNINGS GROWTH**b** Name of sponsor of entity listed in (a): PYRAMIS GLOBAL ADVISORS TRUST COMPANY

c EIN-PN 20-4659714-003	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5492819
--------------------------------	------------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE: PYRAMIS INST CASH COMM**b** Name of sponsor of entity listed in (a): PYRAMIS GLOBAL ADVISORS TRUST COMPANY

c EIN-PN 20-4659714-055	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 521481
--------------------------------	------------------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 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 CAPGEMINI CASH BALANCE RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 CAPGEMINI U.S. LLC	D Employer Identification Number (EIN) 22-3712959	

Part I	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)	1000000	2500000
(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)	4351626	5074477
(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)		
(9) Value of interest in common/collective trusts.....	1c(9)	5777980	57308294
(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)	45350982	0
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	56480588	64882771

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	191623	231348
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	191623	231348

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	56288965	64651423
---	-----------	----------	----------

Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	5000000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		5000000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	5070	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		5070
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	2216	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		2216
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		6168399
(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)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		11175685

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2266053	
(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)		2266053
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	125159	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	88750	
(4) Other	2i(4)	333265	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		547174
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2813227

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		8362458
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: EISNERAMPER LLP

(2) EIN: 13-1639826

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

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

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 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	
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.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

5b(1) Name of plan(s)

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

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.

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

A Name of plan <u>CAPGEMINI CASH BALANCE 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 U.S. LLC</u>	D Employer Identification Number (EIN) <u>22-3712959</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-3581074</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>7</u>

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
-----------------	-------------------

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.
----------------	---

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): _____

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Participants
Capgemini Cash Balance Retirement Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Capgemini Cash Balance Retirement Plan (the "Plan"), which comprise the statements of net assets available for Plan benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for Plan benefits for the years then ended, and the statement of accumulated Plan benefits as of December 31, 2011, and the related statement of changes in accumulated Plan benefits for the year 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 these 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits 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 U.S. Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information discussed in Note E, which was certified by State Street Bank and Trust, the trustee and custodian 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 and for the years ended December 31, 2012 and 2011, 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 these financial statements.

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2012, and schedule of reportable transactions for the year ended December 31, 2012, which are the responsibility of Plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements, but are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, it is inappropriate to, and we do not, express an opinion on the supplemental schedules referred to above.

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 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

EisnerAmper LLP

Iselin, New Jersey
October 14, 2013

Actuarial Assumptions and Methods

Interest Rate for PPA funding liability and normal cost for the minimum required contribution: Segment rates provided by MAP-21. 5.54% for the first 5 years, 6.85% for the next 15 years, and 7.52% thereafter. (previously, 3.78% for the first 5 years, 6.31% for the next 15 years and 6.57% after that, consistent with the September 2010 segment rates).

Administrative Expenses:

\$142,562. Based on the prior year's non-investment related administrative expenses paid from the Trust (previously \$263,825).

Mortality:

IRS 2012 Static Mortality Table (previously IRS 2011 Static Mortality Table)

Retirement Rates (Active Participants): Table of Rates:

Age	Percentage
55-57	3.0%
58-59	5.0%
60-61	8.0%
62	15.0%
63-64	10.0%
65	75.0%
66-69	50.0%
70+	100.0%

Retirement Rates (Terminated Vested Participants): 100% at age 53.

2012 Form 5500 Schedule SB Attachments
Schedule SB, Part V – Summary of Actuarial Assumptions / Methods
Capgemini Cash Balance Retirement Plan
EIN 22-3712959 / PN 001

Actuarial Assumptions and Methods (continued)

Termination: Rates varying by age and service. Sample rates are shown below:

Age	Service			
	0	1	2	3+
20	5.775%	5.775%	5.775%	5.775%
25	4.719%	4.719%	4.719%	4.719%
30	4.191%	3.927%	3.630%	3.564%
35	4.191%	3.927%	3.630%	2.607%
40	4.191%	3.927%	3.630%	1.848%
45	4.191%	3.927%	3.630%	1.287%
50	4.191%	3.927%	3.630%	0.891%
54	4.191%	3.927%	3.630%	0.726%

Marital Status: 85% of males and 50% of females are assumed married, with females 3 years younger than males.

Maximum Benefit: \$200,000 for 2012. For determining limitations under funding amounts, no future increases in the IRC Section 415 limit have been reflected.

Maximum Salary: \$250,000 for 2012. For determining limitations under funding amounts, no future increases in the salary limit have been reflected.

Form of Payment: It has been assumed benefits will be paid in a single lump sum payment. To the extent optional forms of payment are elected and conversions are determined under an actuarial basis, which differs from the basis funded in the valuation, gains or losses will occur. These gains or losses will be recognized through the routine application of the actuarial cost method.

Actuarial Assumptions and Methods (continued)

Actuarial Value of Plan Assets for Funding Purposes:

The actuarial value of assets is equal to the market value of assets (including discounted employer contributions receivable) on the valuation date, less 50% of the prior year's investment gains/ (losses).

Investment gains and losses are defined as the excess or deficiency of the expected return on the market value (at an assumed rate of 7.25%, not to exceed the third segment rate for that year) over the actual return on the market value (including employer contributions receivable) for any given year.

The actuarial value of assets can be neither less than 90% nor greater than 110% of the market value of assets (including discounted employer contributions receivable).

Actuarial Cost Method: The unit credit cost method is used for ERISA funding target (FT) purposes. Under this method, accrued pension benefits are determined for all eligible active participants. These benefits reflect service, salary and negotiated benefit increases to date. The liability is then equal to the present value of all benefits (PVAB) for inactive participants plus the PVAB for active participants.

The normal cost is determined on an individual basis for all active participants who have not attained the assumed retirement age and is equal to the present value of the difference between the current accrued benefit and the anticipated accrued benefit one year later, with the accrued benefit based upon earnings, or negotiated benefit increases, to date in both cases. The total normal cost is based upon the sum of the individual normal costs. The target normal cost for funding is equal to the total normal cost plus assumed administrative expenses expected to be paid from the trust.

Plan Provisions

Name of Plan: Capgemini Cash Balance Retirement Plan.

Employer Identification Number / Plan Number: 22-3712959/001.

Effective Date: May 23, 2000

Eligibility: All Covered Persons who have attained age 21 and completed at least 1 year of eligibility service.

Participation Date: Date of becoming an eligible employee.

Definitions:

Covered Person: An employee who is classified as Vice President or above.

Vesting service: A year of vesting service is credited if 12 months of service are completed, including all periods of service with the controlled group, whether or not consecutive. A month of service is included in vesting service if at least 15 days of each month are included in an employee's period of service.

Eligibility service: A year of eligible service is credited if 365 days of service are completed, including all periods of service with the controlled group, whether or not consecutive.

Compensation: Compensation generally includes all pay, excluding certain amounts such as moving allowances, differentials, overseas allowances, and severance payments.

Normal retirement date (NRD): The later of (1) the participant's 65th birthday; or (2) the earlier of the fifth anniversary of participation or the date on which the participant completes 5 years of vesting service.

Plan Provisions (continued)

Accrued Benefit: A monthly benefit actuarially equivalent to the value of the cash balance account at retirement comprised of interest credits and annual cash balance credits as follows:

Interest Credits—At the end of the year, interest is credited to the cash balance account as of the beginning of the year at an annual rate of 7%. In determining the Accrued Benefit, interest is credited to the later of the Normal Retirement Date or benefit commencement.

Annual Cash Balance Credits—At the end of each Plan Year, the cash balance account is credited with an amount equal to:

1. Plan year compensation, times
2. The fraction of the year during which the employee was a covered person (measured in months as a covered person divided by 12), times
3. A percentage factor based on age at the beginning of the plan year as follows:

Age	Percentage Factor
21 & below	1.50%
22	1.60%
23	1.70%
24	1.85%
25	2.00%
26	2.10%
27	2.25%
28	2.40%
29	2.60%
30	2.75%
31	3.00%
32	3.25%
33	3.50%
34	3.75%
35	4.00%
36	4.25%
37	4.50%
38	4.75%
39	5.00%

2012 Form 5500 Schedule SB Attachments
Schedule SB, Part V – Summary of Plan Provisions
Capgemini Cash Balance Retirement Plan
EIN 22-3712959 / PN 001

Plan Provisions (continued)

Age	Percentage Factor
40	5.50%
41	6.00%
42	6.50%
43	6.75%
44	7.00%
45	7.50%
46	7.75%
47	8.00%
48	8.50%
49	8.75%
50 and above	9.00%

Eligibility for Benefits:

NRD: Retirement on NRD.

Deferred vested: Terminations for reasons other than death or retirement after completing three years of Vesting Service.

Pre-retirement spouse benefit: Death while eligible for Normal, Early, Postponed, or Deferred Vested Retirement benefits, with a surviving spouse.

Monthly Benefits Paid Upon the Following Events:

Normal retirement: Accrued Benefit determined as of NRD.

Termination with deferred vested benefit: Accrued Benefit payable at normal retirement age, or an actuarially equivalent benefit payable at early retirement.

Death with pre-retirement spouse benefit: A single life annuity that is actuarially equivalent to the Participant's Cash Balance account as of the date of death.

Maximum on Benefits and Pay: All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective.

Future Plan Changes: No future plan changes were recognized in determining pension cost or in determining minimum and maximum contributions.

2012 Form 5500 Schedule SB Attachments
Schedule SB, Line 22 – Description of Weighted Average Retirement Age
Capgemini Cash Balance Retirement Plan
EIN 22-3712959 / PN 001

Description of Weighted Average Retirement Age

(1) Age	(2) Rate	(3) Weight	(4) (1) x (2) x (3)
55	3.00%	1.0000	1.65
56	3.00%	0.9700	1.63
57	3.00%	0.9409	1.61
58	5.00%	0.9127	2.65
59	5.00%	0.8670	2.56
60	8.00%	0.8237	3.95
61	8.00%	0.7578	3.70
62	15.00%	0.6972	6.48
63	10.00%	0.5926	3.73
64	10.00%	0.5333	3.41
65	75.00%	0.4800	23.40
66	50.00%	0.1200	3.96
67	50.00%	0.0600	2.01
68	50.00%	0.0300	1.02
69	50.00%	0.0150	0.52
70	100.00%	0.0075	0.53
Weighted Average:			62.81

2012 Form 5500 Schedule SB Attachments
Schedule SB, Line 24 – Change in Actuarial Assumptions
Capgemini Cash Balance Retirement Plan
EIN 22-3712959 / PN 001

Change in Actuarial Assumptions

The administrative expense load to the target normal cost decreased from \$263,825 to \$142,562 to better reflect expectations for the current plan year

2012 Form 5500 Schedule SB Attachments
Schedule SB, Line 26 – Schedule of Active Participant Data
Capgemini Cash Balance Retirement Plan
EIN 22-3712959 / PN 001

Schedule of Active Participants

Attained Age	Completed Years of Service on January 1, 2012										Total
	<u><1</u>	<u>1-4</u>	<u>5-9</u>	<u>10-14</u>	<u>15-19</u>	<u>20-24</u>	<u>25-29</u>	<u>30-34</u>	<u>35-39</u>	<u>40+</u>	
Under 25											0
25-29											0
30-34											0
35-39		3	1	1							5
40-44		2	5	3	5						15
45-49		4	7	9	6	4					30
50-54		5	3	7	5	5	3	2			30
55-59		3	2	1		1	2	3			12
60-64		1	1	2				1			5
65-69			1								1
Over 69											0
Total	<u>0</u>	<u>18</u>	<u>20</u>	<u>23</u>	<u>16</u>	<u>10</u>	<u>5</u>	<u>6</u>	<u>0</u>	<u>0</u>	<u>98</u>

SCHEDULE SB (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>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	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

- **Round off amounts to nearest dollar.**
 ► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>Capgemini Cash Balance Retirement Plan</u>	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:60%;">B Three-digit plan number (PN) ►</td> <td style="width:40%; text-align: center;">001</td> </tr> </table>	B Three-digit plan number (PN) ►	001
B Three-digit plan number (PN) ►	001		
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>Capgemini U.S. LLC</u>	D Employer Identification Number (EIN) <u>22-3712959</u>		
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B			
F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500			

Part I Basic Information			
1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2012</u>			
2 Assets:			
a Market value	2a		56,479,036
b Actuarial value	2b		57,675,759
3 Funding target/participant count breakdown:			
		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	11	1,377,767
b For terminated vested participants	3b	383	38,012,210
c For active participants:			
(1) Non-vested benefits	3c(1)		107,982
(2) Vested benefits	3c(2)		14,996,269
(3) Total active	3c(3)	98	15,104,251
d Total	3d	492	54,494,228
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5		6.74 %
6 Target normal cost	6		1,961,222

Statement by Enrolled Actuary
 To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	 Signature of actuary	<u>10/14/2013</u> Date
	<u>Daniel Balsam</u> Type or print name of actuary	<u>11-06747</u> Most recent enrollment number
	<u>Fidelity Investments</u> Firm name	<u>(212) 335-5327</u> Telephone number (including area code)
	<u>640 5th Avenue, IN2</u> <u>New York</u> NY <u>10019</u> Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

Part II Beginning of Year Carryover Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>2.10</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		648,310
b Interest on (a) using prior year's effective interest rate of <u>6.06</u> % except as otherwise provided (see instructions)		39,288
c Total available at beginning of current plan year to add to prefunding balance		687,598
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages

14 Funding target attainment percentage	14	105.83 %
15 Adjusted funding target attainment percentage	15	105.83 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	94.76 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/10/2012	1,250,000				
07/12/2012	1,250,000				
01/14/2013	2,500,000				
09/12/2013	750,000				
Totals ▶			18(b)	5,750,000	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	5,443,923

20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No	
c If line 20a is "Yes," see instructions and complete the following table as applicable:		

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost**21** Discount rate:**a** Segment rates:1st segment:
5.54 %2nd segment:
6.85 %3rd segment:
7.52 %☐ N/A, full yield curve used**b** Applicable month (enter code)..... **21b** 4**22** Weighted average retirement age **22** 63**23** Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute**Part VI Miscellaneous Items****24** Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No**25** Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No**26** Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No**27** If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment..... **27****Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years****28** Unpaid minimum required contributions for all prior years **28** 0**29** Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)..... **29** 0**30** Remaining amount of unpaid minimum required contributions (line 28 minus line 29) **30** 0**Part VIII Minimum Required Contribution For Current Year****31** Target normal cost and excess assets (see instructions):**a** Target normal cost (line 6)..... **31a** 1,961,222**b** Excess assets, if applicable, but not greater than line 31a **31b** 1,961,222**32** Amortization installments:

Outstanding Balance

Installment

a Net shortfall amortization installment..... 0 0**b** Waiver amortization installment 0 0**33** If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount **33****34** Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) .. **34** 0

Carryover balance

Prefunding balance

Total balance

35 Balances elected for use to offset funding requirement..... 0 0 0**36** Additional cash requirement (line 34 minus line 35)..... **36** 0**37** Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)..... **37** 5,443,923**38** Present value of excess contributions for current year (see instructions)**a** Total (excess, if any, of line 37 over line 36) **38a** 5,443,923**b** Portion included in line 38a attributable to use of prefunding and funding standard carryover balances **38b** 0**39** Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37) **39** 0**40** Unpaid minimum required contributions for all years **40** 0**Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)****41** If an election was made to use PRA 2010 funding relief for this plan:**a** Schedule elected ☐ 2 plus 7 years ☐ 15 years**b** Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011**42** Amount of acceleration adjustment **42****43** Excess installment acceleration amount to be carried over to future plan years **43**



CAPGEMINI CASH BALANCE RETIREMENT PLAN

FINANCIAL STATEMENTS

**DECEMBER 31, 2012 and 2011
(with supplemental schedules)**

CAPGEMINI CASH BALANCE RETIREMENT PLAN

Contents

	<u>Page</u>
Financial Statements	
Independent auditors' report	1
Statements of net assets available for Plan benefits as of December 31, 2012 and 2011	3
Statements of changes in net assets available for Plan benefits for the years ended December 31, 2012 and 2011	4
Statement of accumulated Plan benefits as of December 31, 2011	5
Statement of changes in accumulated plan benefits for the year ended December 31, 2011	6
Notes to financial statements	7
Supplemental Schedules	
Schedule of assets (held at end of year) as of December 31, 2012	15
Schedule of reportable transaction for the year ended December 31, 2012	16
Note: Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA") have been omitted because they are not applicable.	

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Participants
Capgemini Cash Balance Retirement Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Capgemini Cash Balance Retirement Plan (the "Plan"), which comprise the statements of net assets available for Plan benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for Plan benefits for the years then ended, and the statement of accumulated Plan benefits as of December 31, 2011, and the related statement of changes in accumulated Plan benefits for the year 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 these 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits 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 U.S. Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information discussed in Note E, which was certified by State Street Bank and Trust, the trustee and custodian 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 and for the years ended December 31, 2012 and 2011, 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 these financial statements.

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2012, and schedule of reportable transactions for the year ended December 31, 2012, which are the responsibility of Plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements, but are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, it is inappropriate to, and we do not, express an opinion on the supplemental schedules referred to above.

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 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

A handwritten signature in cursive script that reads "EisnerAmper LLP".

EisnerAmper LLP

Iselin, New Jersey
October 14, 2013

CAPGEMINI CASH BALANCE RETIREMENT PLAN

Statements of Net Assets Available for Plan Benefits

	December 31,	
	2012	2011
ASSETS		
Investments, at fair value:		
Cash and cash equivalents	\$ 5,074,477	\$ 4,351,626
Common/collective trusts	57,308,294	5,777,980
Mutual funds	-	45,350,982
Total investments	<u>62,382,771</u>	<u>55,480,588</u>
Receivables:		
Employer contributions	<u>2,500,000</u>	<u>1,000,000</u>
Total assets	64,882,771	56,480,588
LIABILITIES		
Accrued expenses	<u>231,348</u>	<u>191,623</u>
Net assets available for Plan benefits	<u>\$ 64,651,423</u>	<u>\$ 56,288,965</u>

CAPGEMINI CASH BALANCE RETIREMENT PLAN

Statements of Changes in Net Assets Available for Plan Benefits

	Year Ended December 31,	
	2012	2011
Additions to net assets attributed to:		
Investment income:		
Net realized/unrealized appreciation in fair value of investments	\$ 6,168,399	\$ 954,918
Interest and dividends	<u>7,286</u>	<u>266,222</u>
	6,175,685	1,221,140
Employer contributions	<u>5,000,000</u>	<u>4,000,000</u>
Total additions	<u>11,175,685</u>	<u>5,221,140</u>
Deductions from net assets attributed to:		
Benefits paid directly to participants	2,266,053	1,471,375
Administrative expenses	<u>547,174</u>	<u>342,518</u>
Total deductions	<u>2,813,227</u>	<u>1,813,893</u>
Net increase	8,362,458	3,407,247
Net assets available for Plan benefits:		
Beginning of year	<u>56,288,965</u>	<u>52,881,718</u>
End of year	<u>\$ 64,651,423</u>	<u>\$ 56,288,965</u>

CAPGEMINI CASH BALANCE RETIREMENT PLAN

Statement of Accumulated Plan Benefits December 31, 2011

Actuarial present value of accumulated Plan benefits

Vested benefits:

Participants currently receiving payments	\$ 1,333,219
Participants entitled to deferred benefits	35,815,463
Other participants	<u>14,382,948</u>

Total vested benefits	51,531,630
-----------------------	------------

Non-vested benefits	<u>104,914</u>
---------------------	----------------

Total actuarial present value of accumulated Plan benefits	<u>\$ 51,636,544</u>
---	-----------------------------

CAPGEMINI CASH BALANCE RETIREMENT PLAN

Statement of Changes in Accumulated Plan Benefits Year Ended December 31, 2011

Actuarial present value of accumulated Plan benefits at January 1, 2011:	\$ 47,302,709
Increase (decrease) during the period attributable to:	
Decrease in discount period	3,377,042
Benefits paid	(1,471,375)
Assumption changes	79,707
Additional benefits earned, including experience gains and losses	<u>2,348,461</u>
Actuarial present value of accumulated Plan benefits	<u>\$ 51,636,544</u>

CAPGEMINI CASH BALANCE RETIREMENT PLAN

Notes to Financial Statements December 31, 2012 and 2011

NOTE A - DESCRIPTION OF THE PLAN

The following brief description of the Capgemini Cash Balance Retirement Plan (the "Plan") is included to give a general summary of its provisions. Participants should refer to the Plan document for more complete information.

[1] General:

The Plan became effective May 23, 2000 and is administered by Capgemini (the "Company"), formerly known as Cap Gemini Ernst & Young. The Plan is a noncontributory defined benefit plan which covers substantially all vice presidents or above (referred to as "Covered Persons"). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). An employee shall be eligible to participate in the Plan on the first January 1 or July 1 on which the employee is a Covered Person, has attained age 21 and has completed at least one year of eligibility service. A participant generally becomes fully vested after three years of service. The Trustee and Custodian of the Plan is State Street Bank & Trust Company (the "Trustee and Custodian") and the recordkeeper and actuary is Fidelity Investments.

The Plan is administered by the Investment Advisory Committee (the "Committee"). The Committee has overall responsibility for the operation and administration of the Plan. The Committee determines the appropriateness of the Plan's investment offerings, monitors investment performance and reports to the Plan's board of trustees.

[2] Pension benefits:

The Plan provides for an annuity to a participant equal to his or her accrued benefit which is calculated based on a participant's cash balance account and an annuity factor based on actuarial equivalence. Participants may elect to receive the value of their accumulated plan benefits as a lump-sum distribution upon retirement or termination. If a participant dies before his pension commencement date, a death benefit equal to his accrued benefit is paid to the participant's beneficiary. Active employees who become totally disabled receive annual disability benefits that are equal to the normal retirement benefits they have accumulated as of the time they become disabled. Disability benefits are paid until normal retirement age at which time disabled participants begin receiving normal retirement benefits computed as though they had been employed to normal retirement age with their annual compensation remaining the same as it was at the time they became disabled.

Normal retirement date is the later of the date on which a participant attains age 65 or the earlier of the fifth anniversary of the date of the participant's commencement of participation in the Plan or the date on which the participant completes three years of vesting service.

[3] Death and disability benefits:

If an active employee dies at age 55 or older, a death benefit equal to the value of the employee's accumulated pension benefits is paid to the employee's beneficiary. Active employees who become totally disabled receive annual disability benefits that are equal to the normal retirement benefits they have accumulated as of the time they become disabled. Disability benefits are paid until normal retirement age, at which time disabled participants begin receiving normal retirement benefits computed as though they had been employed to normal retirement age, with their annual compensation remaining the same as at the time they became disabled.

CAPGEMINI CASH BALANCE RETIREMENT PLAN

Notes to Financial Statements December 31, 2012 and 2011

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

[1] Basis of presentation:

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

[2] 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, liabilities and benefit obligations and changes therein, disclosure of contingent assets and liabilities and the actuarial present value of accumulated Plan benefits at the date of the financial statements. Due to uncertainties inherent in developing the estimations and assumptions, it is at least reasonably possible that changes in these estimates and assumptions in the near term could materially impact the financial statements. Actual results could differ from those estimates.

[3] 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 J for discussion of fair value measurements.

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.

[4] Contributions:

Contributions made by the Company to the Plan are paid and accrued based upon amounts at least equal to those required to meet minimum funding requirements as determined by the Plan actuary and in accordance with the provisions of the Plan.

[5] Expenses of the Plan:

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

[6] Risks and uncertainties:

Plan contributions are made and the actuarial present value of accumulated Plan benefits are prepared based on certain assumptions pertaining to interest and mortality rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term could result in a material impact to the financial statements.

The Plan invests in common/collective trusts at December 31, 2012. The Plan invested in mutual funds at December 31, 2011. Investment securities, in general, are exposed to various risks, such as interest rate, credit, 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 investment amounts reported in the statement of net assets available for benefits. Users of these financial statements should be aware that the financial markets' volatility may significantly impact the subsequent valuation of the Plan's investments. Accordingly, the valuation of investments at December 31, 2012 may not necessarily be indicative of amounts that could be realized in a current market exchange.

CAPGEMINI CASH BALANCE RETIREMENT PLAN

Notes to Financial Statements December 31, 2012 and 2011

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

[6] Risks and uncertainties: (continued)

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

[7] Mutual fund fees:

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

[8] Actuarial present value of accumulated Plan benefits:

Accumulated Plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service employees have rendered. Accumulated Plan benefits include benefits expected to be paid to (1) retired or terminated employees or their beneficiaries, (2) beneficiaries of employees who have died, and (3) present employees or their beneficiaries. Benefits under the Plan are based on employees' compensation as of the valuation date.

The actuarial present value of accumulated Plan benefits is determined by the Plan based on the estimates provided by the Plan's actuary, Fidelity Investments, and is that amount that results from applying actuarial assumptions to adjust the accumulated Plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as those for death, withdrawal or retirement) between the valuation date and the expected date of payment.

The accumulated Plan benefits for active employees will equal the accumulation, with interest, of the annual benefit accruals as of the benefit information date.

The following summarizes significant actuarial assumptions used in the valuations as of December 31,

	2012	2011
Rate of return on net assets	7.25%	7.25%
Mortality	2012 Static Mortality Table for Annuitants and Non-Annuitants	2011 Static Mortality Table for Annuitants and Non-Annuitants
Retirement age	Age 53 or current age if older	Age 53 or current age if older

The foregoing assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of the accumulated Plan benefits.

[9] Payment of benefits:

Benefit payments to participants are recorded upon distribution.

[10] Subsequent events:

The Plan has evaluated subsequent events through October 14, 2013, the date the financial statements were available to be issued.

CAPGEMINI CASH BALANCE RETIREMENT PLAN

Notes to Financial Statements December 31, 2012 and 2011

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

[11] Accounting changes:

In 2012, the Plan adopted Financial Accounting Standards Board ("FASB") Accounting Standards Update ("ASU") No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs* (ASU 2011-04), effective for Plan years beginning after December 15, 2011. ASU 2011-04 amends Accounting Standards Codification ("ASC") 820 to converge the fair value measurement guidance in U.S. generally accepted accounting principles ("GAAP") and International Financial Reporting Standards ("IFRSs"). Adoption of ASU 2011-04 had no effect on the financial statements.

NOTE C - ADJUSTED FUNDING TARGET ATTAINMENT PERCENTAGE ("AFTAP")

The Pension Protection Act (the "Act") included many provisions and numerous revisions to rules surrounding defined benefit plans, including rules that govern Plan funding. The Act established minimum funding standards for defined benefit plans and limited benefit increases and accruals for underfunded plans. Pursuant to the Act, each year the actuaries are required to certify to the Plan's funded percentage. The Plan received such certification for the 2012 and 2011 Plan years for the AFTAP, which is one way of measuring the funded status of a plan using actuarial assumptions mandated by the IRS, and the actuary determined that the 2012 and 2011 AFTAPs for the Plan were 105.83% and 94.76%, respectively.

NOTE D - FUNDING POLICY

The Unit Credit Method is used by the actuary to calculate the annual maximum and minimum funding requirements for the Plan. The current funding policy is to contribute such amounts as the Company determines to be appropriate, subject to the minimum funding requirements of ERISA. The Company was not required to make a minimum funding payment in 2012, and was required to make a minimum funding payment in 2011 of \$3,200,729.

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contribution at any time and to terminate the Plan subject to the provisions set forth in ERISA.

NOTE E - INVESTMENT CERTIFICATION

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. The assets of the Plan are held by State Street Bank and Trust, the Trustee and Custodian. Accordingly, the Trustee and Custodian has certified that all investments and related activity for 2012 and 2011 included in the accompanying financial statements and supplemental schedules are complete and accurate.

CAPGEMINI CASH BALANCE RETIREMENT PLAN

Notes to Financial Statements December 31, 2012 and 2011

NOTE F - INVESTMENTS

Investments which exceed 5% of the value of net assets available for Plan benefits at December 31, 2012 and 2011 were as follows:

	<u>2012</u>
State Street Bank & Trust Short Term Investment	\$ 5,074,477
Pyramis Large Cap Core Pool	6,304,813
Pyramis Intermediate Duration	8,397,539
Pyramis Broad Market Duration	8,240,623
Pyramis Earnings Growth	5,492,819
Pyramis Select International Equity	3,723,873
	<u>2011</u>
State Street Bank & Trust Short Term Investment	\$ 4,342,909
Pyramis Large Cap Core Pool	4,948,303
Pyramis Intermediate Duration	8,800,234
Pyramis Broad Market Duration	6,764,168
Pyramis Earnings Growth	5,440,959

The Plan presents in the statement of changes in net assets available for benefits, the net appreciation/depreciation in the fair value of its investments which consists of the realized gains and losses and the change in the unrealized appreciation/depreciation on those investments. Gains or losses are based on the average cost at the original trade date.

The realized/unrealized (appreciation/depreciation) on investments bought and sold as well as held during the year is as follows for the year ended December 31, 2012:

Common collective trusts	\$ 6,168,399
--------------------------	--------------

NOTE G - PLAN TERMINATION

In the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

- (a) Vested benefits insured by the Pension Benefit Guaranty Corporation ("PBGC").
- (b) All other vested benefits (that is, vested benefits not insured by the PBGC).
- (c) All nonvested benefits.

Any residual assets attributable to the Company's contributions will be distributed to the Company if all liabilities of the Plan to participants and their beneficiaries have been satisfied and the distribution does not contravene any provision of law.

CAPGEMINI CASH BALANCE RETIREMENT PLAN

Notes to Financial Statements December 31, 2012 and 2011

NOTE G - PLAN TERMINATION (CONTINUED)

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. The maximum guarantee is set by law and it is updated each calendar year. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. A statutory ceiling exists, which is adjusted periodically, on the amount of an individual's monthly benefit that the PBGC guarantees. For Plan terminations occurring during 2012 that ceiling is \$4,650 per month. That ceiling applies to those pensioners who elect to receive their benefits in the form of a single-life annuity and are at least 65 years old at the time of retirement or Plan termination (whichever comes later). The amount is higher for those who retire later and lower for those that retire earlier or elect survivor benefits. Further limitations apply for Plan's created or amended to increase benefits within five years before the Plan's termination date. PBGC guarantees the larger of 20% of the benefit increase or \$20 per month for each full year the benefit increase was in effect.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide accumulated benefit obligations and may also depend on the financial condition of the Plan sponsor and the level of benefits guaranteed by the PBGC.

NOTE H - PARTIES-IN-INTEREST

Plan investments represent shares in a mutual fund managed by the Trustee and Custodian. Fund expenses are also paid to the Trustee and Custodian. These transactions therefore qualify as party-in-interest. The Plan paid fund expenses of \$14,093 to the Trustee and Custodian for the year ended December 31, 2012.

NOTE I - TAX STATUS OF THE PLAN

The Plan, as established, is designed in accordance with the Internal Revenue Code. The Internal Revenue Service has determined and informed the Company by a letter dated July 19, 2012, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC").

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 if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by a government authority. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. 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 it is no longer subject to income tax examinations for years prior to 2009.

CAPGEMINI CASH BALANCE RETIREMENT PLAN

Notes to Financial Statements December 31, 2012 and 2011

NOTE J - FAIR VALUE MEASUREMENTS

FASB Accounting Standards Codification, ("ASC") Topic 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. The 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 fair value hierarchy are described as follows:

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

Level 2 - Inputs to the valuation methodology include: (1) quoted prices for similar assets or liabilities in active markets; (2) quoted prices for identical or similar assets or liabilities in inactive markets; (3) inputs other than quoted prices that are observable for the asset or liability; or (4) 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 or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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

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, 2012 and 2011.

Mutual funds – Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-ended 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 trust – Valued at the NAV of units of a bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

CAPGEMINI CASH BALANCE RETIREMENT PLAN

Notes to Financial Statements December 31, 2012 and 2011

NOTE J - FAIR VALUE MEASUREMENTS (CONTINUED)

The following table presents the fair value hierarchy for the balances of the assets and liabilities of the Plan measured at fair value as of December 31, 2012 and 2011.

Investment Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3
Common/collective trusts	\$ -	\$ 57,308,294	\$ -
Total investments at fair value	\$ -	\$ 57,308,294	\$ -

Investment Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3
U.S. equity core funds	\$ 12,717,847	\$ -	\$ -
International/global equity core funds	4,053,242	-	-
U.S. equity growth funds	6,954,339	-	-
U.S. equity value funds	1,388,654	-	-
Fixed income funds	20,236,900	-	-
Common/collective trusts	-	5,777,980	-
Total investments at fair value	\$ 45,350,982	\$ 5,777,980	\$ -

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

We evaluated the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the years ended December 31, 2012 and 2011, there were no significant transfers in or out of levels 1, 2 or 3.

SUPPLEMENTAL SCHEDULES

CAPGEMINI CASH BALANCE RETIREMENT PLAN

EIN 22-3712959, Plan No. 001
Form 5500, Schedule H, Line 4i
Schedule of Assets (Held at End of Year)
December 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value
*	State Street Bank & Trust Short Term Investment Fund	Interest bearing cash	\$ 5,074,477	<u>\$ 5,074,477</u>
		Total interest bearing cash		<u>5,074,477</u>
*	Pyramis International Growth Commingled Pool Fund	Common/collective trust	2,452,772	2,733,499
*	Pyramis Long Duration Fund	Common/collective trust	728,360	769,850
*	Pyramis Select International Equity Fund	Common/collective trust	3,417,031	3,723,873
*	Pyramis Diversified Large Cap Value Core Fund	Common/collective trust	1,397,420	1,453,976
*	Pyramis Large Cap Core Pool	Common/collective trust	5,891,512	6,304,813
*	Pyramis Emerging Market Debt Commingled Fund	Common/collective trust	1,446,423	1,773,184
*	Pyramis Intermediate Duration Commingled Fund	Common/collective trust	7,765,227	8,397,539
*	Pyramis Select Canada Pool Fund	Common/collective trust	694,251	649,879
*	Pyramis Select Emerging Markets Fund	Common/collective trust	1,898,386	1,869,331
*	Pyramis Broad Market Duration Fund	Common/collective trust	7,528,585	8,240,623
*	Pyramis Diversified Large Cap Core Fund	Common/collective trust	903,484	950,592
*	Pyramis Earnings Growth Fund	Common/collective trust	5,104,154	5,492,819
*	Pyramis Focused Large Cap Growth Fund	Common/collective trust	1,099,643	1,577,581
*	Pyramis High Yield Bond Commingled Fund	Common/collective trust	1,548,307	1,741,880
*	Pyramis Small Cap Core Commingled Fund	Common/collective trust	1,246,573	1,366,254
*	Pyramis Large Cap Core 130/30	Common/collective trust	419,154	436,655
*	Pyramis Quantitative Large Cap Core Fund	Common/collective trust	1,187,603	1,302,192
*	Pyramis Small/Mid Cap Core Fund	Common/collective trust	2,347,032	2,587,805
*	Pyramis REIT Commingled Pool	Common/collective trust	2,018,330	2,294,975
*	Pyramis Select International Small Cap Fund	Common/collective trust	1,089,562	1,128,282
*	Pyramis Long Co A	Common/collective trust	1,058,736	1,125,847
*	Pyramis Treasury Inflation-Protected	Common/collective trust	852,000	865,364
*	Pyramis Institutional Cash Commingled Pool	Common/collective trust	521,481	<u>521,481</u>
		Total investments in common/collective trusts		<u>57,308,294</u>
				<u>\$ 62,382,771</u>

* Party-in-interest

CAPGEMINI CASH BALANCE RETIREMENT PLAN

EIN 22-3712959, Plan No. 001
 Form 5500, Schedule H, Line 4j
 Schedule of Reportable Transactions
 Year Ended December 31, 2012

(a)	(b)		(c)	(d)	(e)	(f)	(g)
Identity of Party Involved	Description of Asset	Type	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain/(Loss)
* State Street Bank & Trust	Interest Bearing Cash	Series	\$ 3,283,996	\$ 2,552,427	\$ 2,552,427	\$ 5,836,423	\$ -
* Pyramis	Institutional Cash Commingled Pool	Series	5,652,764	5,140,000	5,140,000	10,792,764	-
* Pyramis	Long Duration Fund	Series	1,707,000	1,600,000	1,525,956	3,307,000	74,044
* Pyramis	Select International Equity Fund	Series	3,923,318	2,034,000	2,179,292	5,957,318	(145,292)
* Pyramis	Focused Large Cap Growth Fund	Series	2,357,020	1,364,485	1,828,856	3,721,505	(464,371)
* Pyramis	Quantity Large Cap Core Fund	Series	849,000	2,127,000	1,981,332	2,976,000	145,668

* Party-in-interest

CAPGEMINI CASH BALANCE RETIREMENT PLAN

EIN 22-3712959, Plan No. 001
Form 5500, Schedule H, Line 4i
Schedule of Assets (Held at End of Year)
December 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value
*	State Street Bank & Trust Short Term Investment Fund	Interest bearing cash	\$ 5,074,477	<u>\$ 5,074,477</u>
		Total interest bearing cash		<u>5,074,477</u>
*	Pyramis International Growth Commingled Pool Fund	Common/collective trust	2,452,772	2,733,499
*	Pyramis Long Duration Fund	Common/collective trust	728,360	769,850
*	Pyramis Select International Equity Fund	Common/collective trust	3,417,031	3,723,873
*	Pyramis Diversified Large Cap Value Core Fund	Common/collective trust	1,397,420	1,453,976
*	Pyramis Large Cap Core Pool	Common/collective trust	5,891,512	6,304,813
*	Pyramis Emerging Market Debt Commingled Fund	Common/collective trust	1,446,423	1,773,184
*	Pyramis Intermediate Duration Commingled Fund	Common/collective trust	7,765,227	8,397,539
*	Pyramis Select Canada Pool Fund	Common/collective trust	694,251	649,879
*	Pyramis Select Emerging Markets Fund	Common/collective trust	1,898,386	1,869,331
*	Pyramis Broad Market Duration Fund	Common/collective trust	7,528,585	8,240,623
*	Pyramis Diversified Large Cap Core Fund	Common/collective trust	903,484	950,592
*	Pyramis Earnings Growth Fund	Common/collective trust	5,104,154	5,492,819
*	Pyramis Focused Large Cap Growth Fund	Common/collective trust	1,099,643	1,577,581
*	Pyramis High Yield Bond Commingled Fund	Common/collective trust	1,548,307	1,741,880
*	Pyramis Small Cap Core Commingled Fund	Common/collective trust	1,246,573	1,366,254
*	Pyramis Large Cap Core 130/30	Common/collective trust	419,154	436,655
*	Pyramis Quantitative Large Cap Core Fund	Common/collective trust	1,187,603	1,302,192
*	Pyramis Small/Mid Cap Core Fund	Common/collective trust	2,347,032	2,587,805
*	Pyramis REIT Commingled Pool	Common/collective trust	2,018,330	2,294,975
*	Pyramis Select International Small Cap Fund	Common/collective trust	1,089,562	1,128,282
*	Pyramis Long Co A	Common/collective trust	1,058,736	1,125,847
*	Pyramis Treasury Inflation-Protected	Common/collective trust	852,000	865,364
*	Pyramis Institutional Cash Commingled Pool	Common/collective trust	521,481	<u>521,481</u>
		Total investments in common/collective trusts		<u>57,308,294</u>
				<u>\$ 62,382,771</u>

* Party-in-interest

CAPGEMINI CASH BALANCE RETIREMENT PLAN

EIN 22-3712959, Plan No. 001
 Form 5500, Schedule H, Line 4j
 Schedule of Reportable Transactions
 Year Ended December 31, 2012

(a)	(b)		(c)	(d)	(e)	(f)	(g)
Identity of Party Involved	Description of Asset	Type	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain/(Loss)
* State Street Bank & Trust	Interest Bearing Cash	Series	\$ 3,283,996	\$ 2,552,427	\$ 2,552,427	\$ 5,836,423	\$ -
* Pyramis	Institutional Cash Commingled Pool	Series	5,652,764	5,140,000	5,140,000	10,792,764	-
* Pyramis	Long Duration Fund	Series	1,707,000	1,600,000	1,525,956	3,307,000	74,044
* Pyramis	Select International Equity Fund	Series	3,923,318	2,034,000	2,179,292	5,957,318	(145,292)
* Pyramis	Focused Large Cap Growth Fund	Series	2,357,020	1,364,485	1,828,856	3,721,505	(464,371)
* Pyramis	Quantity Large Cap Core Fund	Series	849,000	2,127,000	1,981,332	2,976,000	145,668

* Party-in-interest