Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] 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:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
SCHNEIDER ELECTRIC USA, INC. PENSION PLAN

1b Three-digit plan number (PN) ▶ 099

1c Effective date of plan 03/31/1943

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

SCHNEIDER ELECTRIC USA, INC.

1415 S. ROSELLE ROAD
PALATINE, IL 60067

2b Employer Identification Number (EIN)
36-2440683

2c Sponsor's telephone number
847-397-2600

2d Business code (see instructions)
335900

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.	10/11/2014	FILED WITH AUTHORIZED SIGNATURE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

SCHNEIDER ELECTRIC USA, INC. EMPLOYEE BENEFITS ADMIN COMMITTEE

1415 S. ROSELLE ROAD
PALATINE, IL 60067

3b Administrator's EIN: 62-1546626

3c Administrator's telephone number: 847-397-2600

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**	14816
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**	3695
b	Retired or separated participants receiving benefits	**6b**	5117
c	Other retired or separated participants entitled to future benefits	**6c**	5134
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	13946
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	739
f	Total. Add lines **6d** and **6e**.	**6f**	14685
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**	0
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 1B 1I 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

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

▶ **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
SCHNEIDER ELECTRIC USA, INC. PENSION PLAN

B Three-digit plan number (PN) ▶ 099

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
SCHNEIDER ELECTRIC USA, INC.

D Employer Identification Number (EIN)
36-2440683

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1	Enter the valuation date: Month _____ Day _____ Year _____			
2	Assets:			
	a Market value	**2a**		840540865
	b Actuarial value	**2b**		813463112
3	Funding target/participant count breakdown:		**(1)** Number of participants	**(2)** Funding Target
	a For retired participants and beneficiaries receiving payment	**3a**	5589	450999824
	b For terminated vested participants	**3b**	5241	166513049
	c For active participants:			
	(1) Non-vested benefits	**3c(1)**		14761479
	(2) Vested benefits	**3c(2)**		310561867
	(3) Total active	**3c(3)**	3945	325323346
	d Total	**3d**	14775	942836219
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**		6.34 %
6	Target normal cost	**6**		4197886

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	10/01/2014 Date
PAUL R. WILKINSON Type or print name of actuary	14-04729 Most recent enrollment number
BUCK CONSULTANTS, LLC Firm name	312-846-3000 Telephone number (including area code)
123 N. WACKER DRIVE, SUITE 1000 CHICAGO, IL 60606 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 and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	26470115	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	26470115	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 13.54 %	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b Interest on (a) using prior year's effective interest rate of 7.04 % except as otherwise provided (see instructions)		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	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	86.27 %
15	Adjusted funding target attainment percentage	15	86.27 %
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	90.47 %
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
04/12/2013	6680552	0	07/14/2014	18631259	
07/12/2013	6680552	0	09/15/2014	9649559	
09/24/2013	2561010	0			
10/11/2013	7961057	0			
01/14/2014	7961057	0			
04/15/2014	1978802	0			
			Totals ► 18(b)	62103848	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	57985466

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [ ] Yes [X] 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:	2nd segment:	3rd segment:	
4.94%	6.15%	6.76 %	☐ 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**	4197886
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	129373107	34400349
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**	38598235

	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**	38598235
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	57985466

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36)	**38a**	19387231
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)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2013** **This Form is Open to Public Inspection.**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan SCHNEIDER ELECTRIC USA, INC. PENSION PLAN	**B** Three-digit plan number (PN) ▶ 099
C Plan sponsor's name as shown on line 2a of Form 5500 SCHNEIDER ELECTRIC USA, INC.	**D** Employer Identification Number (EIN) 36-2440683

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

JPMORGAN CHASE BANK NA

13-4494650

(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 50 51 52	NONE	1141674	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

AON CONSULTING

22-2232264

(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?
16 50	NONE	1081884	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

BUCK CONSULTANTS

13-2655989

(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 50	NONE	134200	Yes [ ] No [X]	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)

CITISTREET

04-3581074

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 50	NONE	66858	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

STATE STREET BANK AND TRUST

56-6484434

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 50	NONE	58945	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

ERNST AND YOUNG

34-6565596

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	29555	Yes [ ] No [X]	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)

PRISCA FINANCIAL SERVICES

22-1211670

(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 50	NONE	23431	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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
SCHNEIDER ELECTRIC USA, INC. PENSION PLAN

B Three-digit plan number (PN) ▶ 099

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
SCHNEIDER ELECTRIC USA, INC.

D Employer Identification Number (EIN)
36-2440683

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: SCHNEIDER ELEC USA INC COMMON TRUST

b Name of sponsor of entity listed in (a): SCHNEIDER ELECTRIC USA, INC.

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)
36-2440683-204	M	881002416

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
SCHNEIDER ELECTRIC USA, INC. PENSION PLAN

B Three-digit plan number (PN) ▶ 099

C Plan sponsor's name as shown on line 2a of Form 5500
SCHNEIDER ELECTRIC USA, INC.

D Employer Identification Number (EIN)
36-2440683

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)	6171760	38220677
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	834654819	881002416
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(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	840826579	919223093
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	840826579	919223093

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)	62103848	
(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)		62103848
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(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)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		67673430
(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		129777278
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	48251839	
(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)		48251839
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)	1305035	
(2) Contract administrator fees	2i(2)	66858	
(3) Investment advisory and management fees	2i(3)	1165105	
(4) Other	2i(4)	2902844	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		5439842
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		53691681
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		76085597
l Transfers of assets:			
(1) To this plan	2l(1)		2310917
(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) [X] Disclaimer (4) [ ] Adverse

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

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

(1) Name: ERNST & YOUNG (2) EIN: 34-6565596

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:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			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.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i		X	
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)
SCHNEIDER ELECTRIC USA, INC. COORDINATED BARGAINING EMPLOYEES' PENSION PLAN	36-2440683	203

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☒ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN
SCHNEIDER ELECTRIC USA INC COMMON	362440683

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

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
SCHNEIDER ELECTRIC USA, INC. PENSION PLAN

B Three-digit plan number (PN) ▶ 099

C Plan sponsor's name as shown on line 2a of Form 5500
SCHNEIDER ELECTRIC USA, INC.

D Employer Identification Number (EIN)
36-2440683

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

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

EIN(s): 56-6484434

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** 18

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☒ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (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: 27% Investment-Grade Debt: 52% High-Yield Debt: 7% Real Estate: 6% Other: 8%

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):

FINANCIAL STATEMENTS

Schneider Electric USA, Inc. Pension Plan
Years Ended December 31, 2013 and 2012
With Report of Independent Auditors

Ernst & Young LLP

Building a better working world

Schneider Electric USA, Inc. Pension Plan

Financial Statements

Years Ended December 31, 2013 and 2012

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Ernst & Young LLP
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Building a better working world

Report of Independent Auditors

The Employee Benefits Administrative Committee
Schneider Electric USA, Inc.

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Schneider Electric USA, Inc. Pension Plan, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's 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. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified investment information described in Note 7, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the entity that certified the investment information meets the requirements of 29 CFR 2520.103-8. The plan administrator has obtained certifications as of December 31, 2013 and 2012, and for the years then ended, stating that the investment information provided to the plan administrator is complete and accurate.

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Disclaimer of Opinion on Financial Statements

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.

Report on Compliance of Form and Content with Department of Labor's Rules and Regulations

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

Ernst & Young LLP

October 10, 2014

A member firm of Ernst & Young Global Limited

Schneider Electric USA, Inc. Pension Plan

Statements of Net Assets Available for Benefits

	December 31	
	2013	**2012**
Assets		
Interest in Schneider Electric USA, Inc. Common Trust, at fair value	**$ 881,002,416**	$ 834,654,819
Receivables:		
Employer contributions	**38,220,677**	6,171,760
Net assets available for benefits	**$ 919,223,093**	$ 840,826,579

See accompanying notes.

Schneider Electric USA, Inc. Pension Plan

Statements of Changes in Net Assets Available for Benefits

	Year Ended December 31	
	2013	**2012**
Additions		
Employer contributions	**$ 62,103,848**	$ 6,171,760
Deductions		
Administrative expenses	**5,439,842**	6,943,728
Benefits paid to participants	**48,251,839**	46,690,915
Total deductions	**53,691,681**	53,634,643
Net investment gain from Schneider Electric USA, Inc. Common Trust	**67,673,430**	104,670,211
Net increase prior to transfers	**76,085,597**	57,207,328
Transfers from (to) other plans	**2,310,917**	(1,712)
Net assets available for benefits:		
Beginning of year	**840,826,579**	783,620,963
End of year	**$ 919,223,093**	$ 840,826,579

See accompanying notes.

Schneider Electric USA, Inc. Pension Plan

Notes to Financial Statements

December 31, 2013

1. Description of the Plan

The following description of the Schneider Electric USA, Inc. Pension Plan (the Plan) is provided for general information purposes only. Participants should refer to the plan document for more complete information.

General

The Plan, established in 1943 for salaried employees, is a noncontributory, defined-benefit pension plan that provides retirement benefits for eligible salaried and nonunion hourly employees of Schneider Electric USA, Inc. (the Company) who are not participants in another company-sponsored pension plan, except as noted below.

Employees hired or rehired on or after January 1, 2006, are not eligible to participate in the Plan. The Company amended the Plan in November 2009 to freeze accrued benefits as of December 31, 2009 (the Freeze Date), and to fully vest all participants who were active participants as of December 31, 2009.

The Employee Benefits Administrative Committee of the Company controls and manages the operation and administration of the Plan. State Street Bank and Trust Company (the Trustee) serves as trustee of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

The Plan's investment assets are held in a trust account and consist of an undivided interest in an investment account of the Schneider Electric USA, Inc. Common Trust (the Master Trust), a master trust established by the Company and administered by the Trustee.

Pension Benefits

Under the Plan, employees retiring at their normal retirement date are entitled to defined-retirement benefits as specified in the plan document. Covered employees with five or more years of vesting service become fully vested in the Plan and are eligible for pension benefits upon attainment of retirement age or any time after age 55 with five or more years of vesting service on an actuarially equivalent basis. All participants that were active as of December 31, 2009, are fully vested.

1. Description of the Plan (continued)

The amount of benefits to be provided at the time of retirement depends upon an employee's years of benefit service, average earnings (as defined), age, and date of termination. For certain hourly participants, the amount of benefits to be provided at the time of retirement depends upon an employee's years of benefit service and the pension rate in effect at the date of termination. The Plan also provides for early retirement, deferred retirement, and surviving spouse benefits. Pension benefits are provided to participants under several retirement options based upon years of continuous service and age.

2. Summary of Significant Accounting Policies

Basis of Accounting

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

Reclassifications

Certain prior year amounts in the footnotes to the financial statements have been reclassified to conform to the current year presentation.

Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Valuation of Investments and Income Recognition

The Plan's investments are held in the Master Trust and are stated at fair value. Fair value is defined as 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 (exit price). See Note 8 for further 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.

2. Summary of Significant Accounting Policies (continued)

Administrative Expenses

The Plan pays most of its administrative expenses. All other administrative expenses of the Plan are paid by the Company. The Plan's sponsor provides accounting and other administrative services to the Plan at no charge.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits (see Note 5) represent the actuarial present value of estimated future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to services rendered by the employees to the Freeze Date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries and (b) present employees or their beneficiaries. Benefits payable under all circumstances – retirement, death, disability, and termination of employment – are included to the extent they are deemed attributable to employee services rendered to the valuation date.

3. Funding Policy

Contributions to provide benefits under the Plan are made solely by the Company. The Company's funding policy is to make cash contributions to the Plan in amounts as determined by the Plan's independent actuary. The Company met the minimum funding requirements of ERISA for the years ended December 31, 2013 and 2012. The Company made a contribution of $62,103,848 and $6,171,760 for 2013 and 2012, respectively.

4. Plan Termination

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

4. Plan Termination (continued)

Should the Plan terminate at some future time, its net assets generally will not be available on a pro rata basis to provide participants' benefits. Whether a particular participant's accumulated plan benefits will be paid depends on both the priority of those benefits and the level of benefits guaranteed by the Pension Benefit Guaranty Corporation (PBGC) at that time. Some benefits may be fully or partially provided for by the then-existing assets and the PBGC guarantee, while other benefits may not be provided for at all.

5. Accumulated Plan Benefits

An independent actuary estimated the actuarial present value of accumulated plan benefits, which is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits earned by the participants to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The accumulated plan benefit information is as follows:

	December 31 2012
Actuarial present value of accumulated plan benefits:	
Vested benefits:	
Participants and beneficiaries currently receiving payments	$ 403,429,823
Other participants	411,745,916
Non-vested benefits	13,270,858
	$ 828,446,597

The changes in accumulated plan benefits are as follows:

Accumulated plan benefits – December 31, 2011	$ 815,342,527
Changes during the year attributable to:	
Benefits accumulated and actuarial gains	(814,573)
Assumption changes	1,178,125
Benefits paid	(46,690,915)
Increase for interest	59,431,433
Net increase	13,104,070
Accumulated plan benefits – December 31, 2012	$ 828,446,597

5. Accumulated Plan Benefits (continued)

The significant actuarial assumptions used in the valuations were:

Assumed rate of return	2012–7.50% 2011–7.50%
Retirement age	Various rates ranging from 75% at age 65 to 100% at age 70
Life expectancy of participants	2012–IRS 2012 Applicable Mortality Table 2011–IRS 2011 Applicable Mortality Table

These actuarial 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 accumulated plan benefits.

6. Tax Status

The Plan has received a determination letter from the Internal Revenue Service (the IRS) dated February 22, 2012, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the IRS, the Plan was amended and restated. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan as amended and restated is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States require plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2010.

7. Master Trust

The investment in the Master Trust represents the Plan's undivided ownership of the net assets of the Master Trust, which have been accumulated through the Company's contributions and investment activity of the Master Trust, less benefit payments and any transfers to an insurance carrier. Use of the Master Trust permits the commingling of trust assets with the assets of other defined-benefit pension plans sponsored by the Company. Although assets of all plans are commingled in the Master Trust, the Trustee maintains supporting records for the purpose of allocating the net gain or loss of the investment account to the participating plans. The net investment income of the investment assets is allocated by the Trustee to each participating plan based on the relationship of the interest of each plan to the total of the interests of the participating plans.

All investment information disclosed in the accompanying financial statements, including investments held at December 31, 2013 and 2012, and net appreciation (depreciation) in fair value of investments, interest, dividends, and investment expenses for the years then ended, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by the Trustee.

At December 31, the net assets of the Master Trust are summarized as follows:

	2013	**2012**
Investments, at fair value:		
Short-term investment funds	**$ 19,683,708**	$ 11,428,471
Private equity investment funds	**80,154,573**	97,629,425
Common/collective trust funds	**1,089,436,727**	1,016,110,789
Total investments	**1,189,275,008**	1,125,168,685
Dividend and interest receivable	**–**	263
Net assets	**$ 1,189,275,008**	$ 1,125,168,948
Plan's interest in the Master Trust	**74%**	74%

7. Master Trust (continued)

The net investment gain of the Master Trust for the years ended December 31, is summarized below:

	2013	2012
Dividend and interest income	**$ 93,162**	$ 167,534
Net appreciation (depreciation) in fair value of investments:		
Equities – common/collective trust funds	**33,132,384**	10,115,380
Fixed income investments – common/collective trust funds	**2,920,588**	2,672,210
Real estate trusts – common/collective trust funds	**(2,961,303)**	–
Private equity investment funds	**(6,408,422)**	(5,292,210)
Common/collective trust funds	**63,152,715**	120,511,571
Other income	**1,439,763**	12,563,348
Net appreciation	**91,275,725**	140,570,299
Net investment gain	**$ 91,368,887**	$ 140,737,833

8. Fair Value Measurements

Fair value is defined as 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 (i.e., an exit price). The fair value hierarchy 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 and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible to the reporting entity at the measurement date for identical assets and liabilities.

Level 2 – Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 2 inputs include the following:

- Quoted prices for similar assets and liabilities in active markets.
- Quoted prices for identical or similar assets or liabilities in markets that are not active.
- Observable inputs other than quoted prices that are used in the valuation of the assets or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals).
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 – Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management's own assumption about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level input that is significant to the fair value measurement in its entirety.

8. Fair Value Measurements (continued)

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

Private equity investment funds: Valued at the net asset value (NAV) provided by the investment fund managers. The NAV is calculated using valuation models developed by the investment fund managers and independent third-party appraisals.

Common/collective trust funds: Valued at the NAV provided by the administrators of the funds. The NAV is based on underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding.

Short-term investment fund: Valued at cost, which represents fair value.

The following tables set forth by level, within the fair value hierarchy, the Master Trust's assets at fair value as of December 31:

	2013			
	Level 1	**Level 2**	**Level 3**	**Total**
Short-term investment fund	**$ –**	**$ 19,683,708**	**$ –**	**$ 19,683,708**
Private equity investment funds(d)	**–**	**–**	**80,154,573**	**80,154,573**
Common/collective trust funds:				
Real estate(a)	**–**	**63,293,358**	**–**	**63,293,358**
Fixed income(b)	**–**	**698,753,427**	**–**	**698,753,427**
U.S. equities(c)	**–**	**223,801,166**	**–**	**223,801,166**
International equities(c)	**–**	**103,588,776**	**–**	**103,588,776**
Total assets at fair value	**$ –**	**$ 1,109,120,435**	**$ 80,154,573**	**$ 1,189,275,008**

	2012			
	Level 1	**Level 2**	**Level 3**	**Total**
Short-term investment fund	$ –	$ 11,428,469	$ –	$ 11,428,469
Private equity investment funds(d)	–	–	97,629,425	97,629,425
Common/collective trust funds:				
Real estate(a)	–	54,611,640	–	54,611,640
Fixed income(b)	–	663,143,705	–	663,143,705
U.S. equities(c)	–	213,124,209	–	213,124,209
International equities(c)	–	85,231,237	–	85,231,237
Total assets at fair value	$ –	$ 1,027,539,260	$ 97,629,425	$ 1,125,168,685

8. Fair Value Measurements (continued)

(a) This category includes common/collective trust funds that are designed to produce a relatively high level of current income combined with moderate appreciation potential. This fund is primarily invested in real estate investments owned directly or through partnership interests and mortgage loans or income-producing real estate. A 45-day redemption notice is required to liquidate the fund. This category also includes a common/collective trust fund that is designed to generate a high level of total return through above-average income while maintaining the potential for capital appreciation. This fund is primarily invested in equity securities of issuers whose value is derived from development, management, and market pricing of underlying real estate properties. There are no redemption restrictions to liquidate this fund.

(b) This category includes common/collective trust funds that are designed to provide total return through investments in a diversified portfolio of investment-grade, fixed-income securities. This category also includes common/collective trust funds that are designed to provide total return through investments in a diversified portfolio of debt securities which are rated below investment grade or unrated. The redemption notice period is 15 business days (or such shorter period agreed to by the Trustee) for these funds. In normal functioning capital markets, generally there are no redemption restrictions to liquidate these funds.

(c) This category includes common/collective trust funds that are designed to provide a diversified profile of equity securities and emphasis on capital appreciation over an extended period of time. The redemption notice period is 15 business days (or such shorter period agreed to by the Trustee) for these funds. In normal functioning capital markets, generally there are no redemption restrictions to liquidate these funds.

(d) This category includes limited partnership investments, which offer portfolio diversification along with higher expected long-term market returns. These investments are 5 to 15 years old. There are various restrictions on the redemption of these investments. Other funds generally cannot be liquidated until the funds are terminated.

8. Fair Value Measurements (continued)

The table below sets forth a summary of changes in the fair value of the Master Trust's Level 3 assets as of December 31:

	Private Equity Investment Funds
Balance, January 1, 2012	$ 99,297,883
Realized losses	(1,646,938)
Unrealized losses relating to instruments still held at the reporting date	(3,646,021)
Purchases	9,350,949
Sales	(5,726,448)
Balance, December 31, 2012	97,629,425
Unrealized losses relating to instruments still held at the reporting date	**(9,257,926)**
Purchases	**5,535,515**
Sales	**(13,752,441)**
Balance, December 31, 2013	**$ 80,154,573**

9. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, volatility, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

The Plan's contributions are made and the actuarial present value of accumulated plan benefits is reported based on certain assumptions pertaining to interest rates, inflation rates, and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumption processes, it is at least reasonably possible that changes in these estimates and assumptions in the near term could materially affect the amounts reported and disclosed in the financial statements.

10. Related Party Transactions

The Master Trust holds units of common/collective trust funds in which State Street Global Advisors, the Trustee, is a sub-advisor or manager of these funds. These transactions qualify as party-in-interest transactions; however, they are exempt from the prohibited transactions rules under ERISA.

11. Subsequent Events

Management has evaluated subsequent events through October 10, 2014, the date the financial statements were available to be issued. No material events have occurred.

In 2014, the Company offered eligible participants an option to elect to receive a one-time lump sum payment of their accrued vested benefit.

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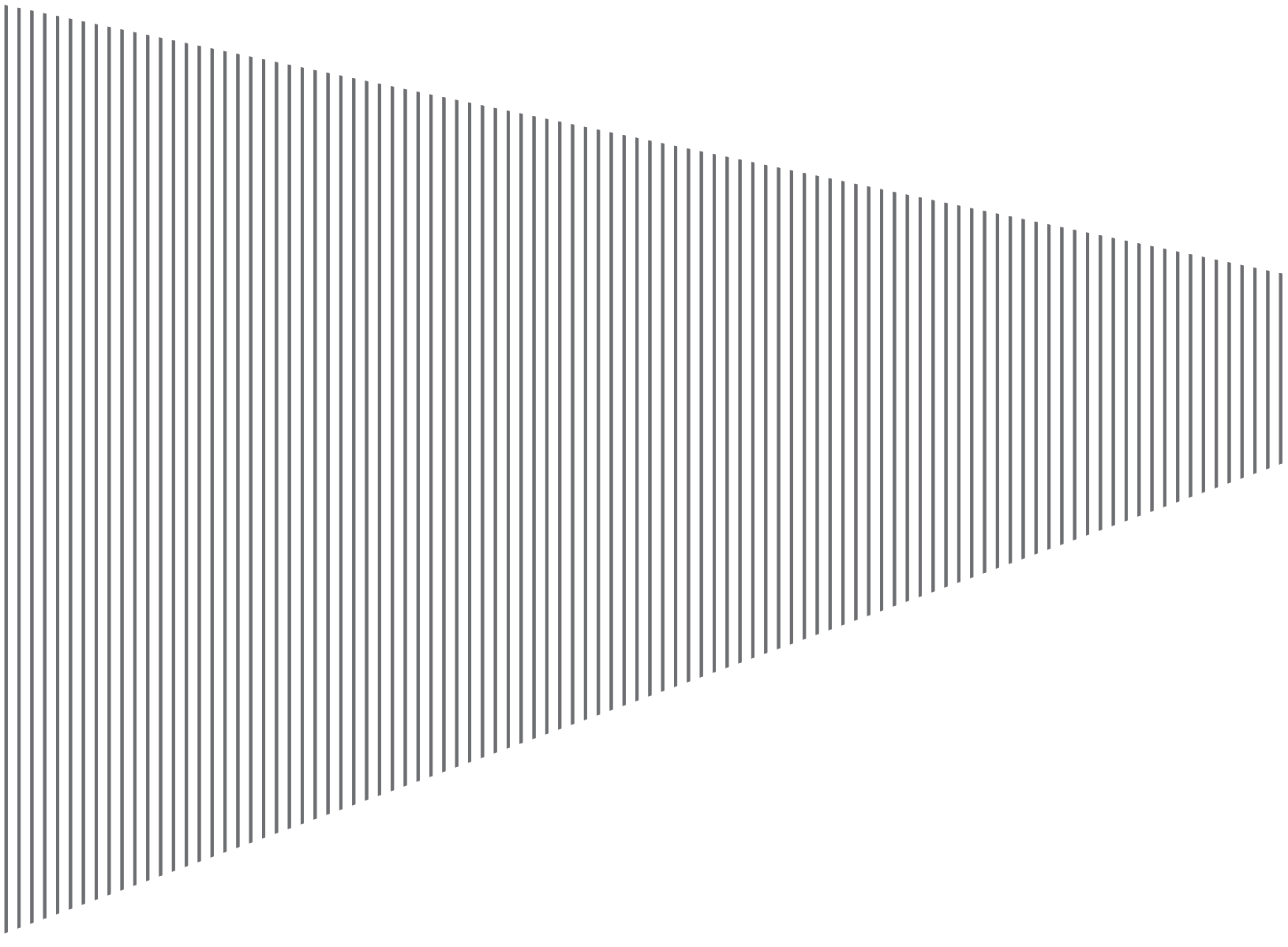

SCHEDULE SB (Form 5500)

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

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

▶ **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
SCHNEIDER ELECTRIC USA, INC. PENSION PLAN

B Three-digit plan number (PN) ▶ 099

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
SCHNEIDER ELECTRIC USA, INC.

D Employer Identification Number (EIN)
36-2440683

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2013

2 Assets:

a Market value	2a	840540865
b Actuarial value	2b	813463112

3 Funding target/participant count breakdown:

		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	5589	450999824
b For terminated vested participants	3b	5241	166513049
c For active participants:			
(1) Non-vested benefits	3c(1)		14761479
(2) Vested benefits	3c(2)		310561867
(3) Total active	3c(3)	3945	325323346
d Total	3d	14775	942836219

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	6.34%
6 Target normal cost	6	4197886

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

Paul R. Wilkinson
Signature of actuary

10/1/2014
Date

Paul R. Wilkinson
Type or print name of actuary

1404729
Most recent enrollment number

Buck Consultants, LLC
Firm name

312-846-3000
Telephone number (including area code)

123 N. Wacker Drive, Suite 1000
CHICAGO IL 60606
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)	26470115	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	26470115	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 13.54%	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b Interest on (a) using prior year's effective interest rate of 7.04% except as otherwise provided (see instructions)		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	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	86.27%
15	Adjusted funding target attainment percentage	15	86.27%
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	90.47%
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
04/12/2013	6680552	0			
07/12/2013	6680552	0			
09/24/2013	2561010	0			
10/11/2013	7961057	0			
01/14/2014	7961057	0			
04/15/2014	1978802	0			
07/14/2014	18631259	0			
09/15/2014	9649559	0			
			Totals ▶ 18(b)	62103848	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	57985466

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [ ] Yes [X] No

c If 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:	2nd segment:	3rd segment:	
4.94%	6.15%	6.76%	☐ 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**	4197886
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	129373107	34400349
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**: 38598235

	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**	38598235
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	57985466
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	**38a**	19387231
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**	

Schneider Electric USA, Inc. Pension Plan

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Schedule SB Notes for 2013 Plan Year

In preparing this Schedule SB, the actuary relied on other parties for information on assets, contributions, plan provisions, and data on people covered by the plan. The actuary tested the data for reasonability.

Schneider Electric USA, Inc. Pension Plan

EIN/PN: 36-2440683 / 099

Schedule SB, Line 19 – Discounted Employer Contributions

Date	Amount	Plan Year	Days Discounted at Effective Rate of 6.34%	Days Discounted at Penalty Rate of 11.34%	Discounted Value
Line 19c - Contributions Allocated Toward Minimum Required Contribution for Current Year					
4/12/2013	6,680,552	2013	101	0	6,567,878
7/12/2013	1,280,505	2013	104	88	1,226,104
7/12/2013	5,400,047	2013	192	0	5,228,226
9/24/2013	2,561,010	2013	195	71	2,427,024
10/11/2013	7,961,057	2013	283	0	7,590,523
1/14/2014	7,961,057	2013	378	0	7,470,045
9/15/2014	8,981,700	2013	622	0	8,088,435
Total	40,825,928				38,598,235

Schneider Electric USA, Inc. Pension Plan

EIN/PN: 36-2440683 / 099

Schedule SB, Line 22 – Description of Weighted Average Retirement Age

(1) Age	(2) Expected Active Headcount	(3) Retirement Rate	(4) Expected Retirements (2)*(3)	(5) Weighted Age (1)*(4)
55	1,802.9098	0.0393	70.7780	3,892.7923
56	1,894.8211	0.0247	46.8489	2,623.5390
57	2,005.0307	0.0435	87.1785	4,969.1762
58	2,074.1502	0.0435	90.2099	5,232.1741
59	2,107.4854	0.0437	92.0807	5,432.7616
60	2,135.3045	0.1390	296.7556	17,805.3353
61	1,949.7413	0.1385	270.0634	16,473.8645
62	1,794.7010	0.3257	584.5329	36,241.0425
63	1,293.1296	0.2101	271.7210	17,118.4231
64	1,073.7631	0.2309	247.9101	15,866.2466
65	874.7727	0.7500	656.0795	42,645.1698
66	247.2389	0.3241	80.1345	5,288.8766
67	184.7289	0.3200	59.1213	3,961.1288
68	137.5164	0.3159	43.4363	2,953.6681
69	99.2423	0.3109	30.8578	2,129.1886
70	72.7505	1.0000	72.7505	5,092.5346
71	3.0000	1.0000	3.0000	213.0000
72	5.0000	1.0000	5.0000	360.0000
73	0.0000	1.0000	0.0000	0.0000
74	0.0000	1.0000	0.0000	0.0000
75	0.0000	1.0000	0.0000	0.0000
76	0.0000	1.0000	0.0000	0.0000
77	0.0000	1.0000	0.0000	0.0000
78	1.0000	1.0000	1.0000	78.0000
79	0.0000	1.0000	0.0000	0.0000
80	1.0000	1.0000	1.0000	80.0000
Totals			3,010.4590	188,456.9216

Assumed Retirement Age = 62.60

Schneider Electric USA, Inc. Pension Plan

EIN/PN: 36-2440683 / 099

Schedule SB, Line 24 – Change in Actuarial Assumptions

The administrative expenses were changed from $4,721,010 to $4,197,886.

Schneider Electric USA, Inc. Pension Plan

EIN/PN: 36-2440683 / 099

Schedule SB, Line 26 – Schedule of Active Participant Data

Attained Age	Years of Credited Service: Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & up	
	No.	Avg Acc. Ben.	No.	Avg Acc. Ben.	No.	Avg Acc. Ben.	No.	Avg Acc. Ben.	No.	Avg Acc. Ben.	No.	Avg Acc. Ben.	No.	Avg Acc. Ben.	No.	Avg Acc. Ben.	No.	Avg Acc. Ben.	No.	Avg Acc. Ben.
Under 25	0		0		0		0		0		0		0		0		0		0	
25 to 29	0		12		8		0		0		0		0		0		0		0	
30 to 34	2		50	2,323	73	3,443	22	4,642	0		0		0		0		0		0	
35 to 39	0		49	2,969	135	4,769	133	7,367	14		0		0		0		0		0	
40 to 44	2		39	3,171	158	4,825	200	9,004	99	12,114	11		0		0		0		0	
45 to 49	0		56	3,242	135	6,043	225	9,643	174	16,060	137	21,742	16		0		0		0	
50 to 54	2		50	3,324	95	5,095	186	9,280	138	16,049	160	22,284	175	26,214	36	20,481	0		0	
55 to 59	0		22	3,459	71	5,961	149	9,584	101	14,847	96	17,671	92	25,521	165	30,321	64	17,709	0	
60 to 64	0		11		47	5,638	77	10,014	75	16,200	59	17,691	58	21,187	47	26,567	98	30,732	15	
65 to 69	0		3		7		20	8,481	6		11		8		8		20	34,552	11	
70 & up	0		0		2		3		1		0		0		0		2		4	

Accrued benefits were frozen as of December 31, 2009. The average accrued benefits are shown in lieu of compensation.

Schneider Electric USA, Inc. Pension Plan

EIN/PN: 36-2440683 / 099

Schedule SB, line 32 – Schedule of Amortization Bases

Type of Base	Present Value of Remaining Installments as of January 1, 2013	Date Established	Remaining Installments	Shortfall Amortization Installment
Shortfall	$43,603,817	1/1/2013	7	$7,277,132
Shortfall	($82,678,735)	1/1/2012	6	($15,620,712)
Shortfall	$50,613,670	1/1/2011	5	$11,121,688
Shortfall	$117,834,355	1/1/2010	4	$31,622,241

Schneider Electric USA, Inc. Pension Plan

EIN/PN: 36-2440683 / 099

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

Prescribed Funding Assumptions and Methods

Funding interest rates

Current Year:	Segment Rates with four-month lookback:	
	First Segment Rate	1.75%
	Second Segment Rate	4.62%
	Third Segment Rate	5.72%

In accordance with MAP-21, the first, second and third Segment Rates are constrained to a 85%-115% Corridor around the average Segment Rates for the 25-year period ending September 30, 2012, or **4.94%**, **6.15%** and **6.76%**, respectively, for minimum funding but not maximum tax-deductible purposes.

	Effective Interest Rate (Based on MAP-21 rates)	6.34%
Prior Year:	Segment Rates with four-month lookback:	
	First Segment Rate	2.06%
	Second Segment Rate	5.25%
	Third Segment Rate	6.32%

In accordance with MAP-21, the first, second and third Segment Rates are constrained to a 90%-110% Corridor around the average Segment Rates for the 25-year period ending September 30, 2011, or **5.54%**, **6.85%** and **7.52%**, respectively, for minimum funding but not maximum tax-deductible purposes.

Effective Interest Rate (Based on MAP-21 Rates)	7.04%

Schneider Electric USA, Inc. Pension Plan

EIN/PN: 36-2440683 / 099

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods (Continued)

Non-Prescribed Funding Assumptions and Methods

Mortality

Mortality tables mandated by PPA as specified in IRS Regulation 1.430(h)(3)-1, applied on a static basis, projected 7 years from the valuation date for annuitants and 15 years for non-annuitants.

Actuarial cost method

The Funding Target is the present value of accrued benefits based on compensation and service to date. The Target Normal Cost is the present value of benefits expected to be accrued during the current plan year, reflecting the effect of expected compensation increases during the year and including expected plan administrative expenses to be paid from plan assets during the year.

Future actuarial measurements may differ significantly from current measurements due to plan experience differing from that anticipated by the economic and demographic assumptions, increases or decreases expected as part of the natural operation of the methodology used for these measurements, and changes in plan provisions or applicable law. Because of limited scope, Buck performed no analysis of the potential range of such future differences.

Schneider Electric USA, Inc. Pension Plan

EIN/PN: 36-2440683 / 099

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods (Continued)

Non-Prescribed Funding Assumptions and Methods

Maximum benefit limitations

No increase

Expenses

Expected plan administrative expenses of $4,197,886 were added to the Target Normal Cost. The amount is based on the prior year's administrative expenses plus this year's expected PBGC premiums payable from the plan.

Form of payment – Salaried

The underlying assumption is that 50% of future retirees will choose the life only option, while the remaining future retirees will choose a Joint and Survivor option.

Form of payment – Hourly

The underlying assumption is that 60% of future retirees will choose the life only option, while the remaining future retirees will choose a Joint & Survivor option.

Marital percentage

80% of participants are assumed to be married at death. Husbands are assumed to be 3 years older than their wives.

Schneider Electric USA, Inc. Pension Plan

EIN/PN: 36-2440683 / 099

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods (Continued)

Non-Prescribed Funding Assumptions and Methods (continued)

Separation from Service before Normal Retirement – Salaried

Illustrative rates of assumed separation from service are as follows:

Age	Annual Rate of:	
	Withdrawal	Early Retirement
25	18.3%	
30	12.2	
35	9.8	
40	8.5	
45	7.3	
50	6.1	
55		4.0%
56		2.5
57		4.5
58		4.5
59		4.5
60		15.0
61		15.0
62		35.0
63		20.0
64		20.0
65		
69		

Normal Retirement Rates - Salaried

The rates of normal retirement are as follows:

Age	Annual Rate of Retirement
65	75%
66	35
67	35
68	35
69	35
70	100

Schneider Electric USA, Inc. Pension Plan

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Schedule SB, Part V – Statement of Actuarial Assumptions/Methods (Continued)

Non-Prescribed Funding Assumptions and Methods (continued)

Separation from Service before Normal Retirement – Consolidated Hourly

Illustrative rates of assumed separation from service are as follows:

Age	Annual Rate of:	
	Withdrawal	Early Retirement
25	11.2%	
30	8.8	
35	7.4	
40	6.0	
45	4.8	
50	4.2	
55		4.0%
56		2.5
57		4.0
58		4.0
59		4.0
60		10.0
61		10.0
62		25.0
63		25.0
64		35.0
65		
69		

Normal Retirement Rates – Consolidated Hourly

The rates of normal retirement are as follows:

Age	Annual Rate of Retirement
65	75%
66	20
67	20
68	20
69	20
70	100

Schneider Electric USA, Inc. Pension Plan

EIN/PN: 36-2440683 / 099

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods (Continued)

Non-Prescribed Funding Assumptions and Methods (continued)

Asset valuation method

The Actuarial Value of Assets is market value as of the valuation date, including discounted receivable contributions, reduced by 2/3 and 1/3 of the gain/(loss) in each of the prior years, respectively. The gain/(loss) for each period is determined as the actual return on market value during the period less the expected return on market value based on an assumed earnings rate chosen by the actuary but required by PPA to be not greater than the applicable third Segment Rate. The resulting value is constrained to be within a corridor of 90% to 110% of market value, including discounted receivable contributions.

The expected return on plan assets is 7.50% per annum, limited by PPA to the applicable Third Segment Rate as follows:

2012 measurement period:	7.52%
2011 measurement period:	6.57%

DATA

Census and Assets

The valuation was based on data as of January 1, 2013 and does not take into account future participants. All census data was supplied by the Company and was subject to reasonable consistency checks. Asset data was supplied by State Street Bank and was accepted unaudited.

Schneider Electric USA, Inc. Pension Plan

EIN/PN: 36-2440683 / 099

Schedule SB, Part V – Summary of Plan Provisions

Salaried

PARTICIPATION	January 1, following date of hire. Those hired on or after January 1, 2006 are not eligible to participate.
BENEFITS	Accrued benefits were frozen as of December 31, 2009 based on benefit service and compensation history as of that date.
Normal Retirement Benefit	
Eligibility	Age 65 with 5 years of service.
Amount	Accrued benefit equal to the greatest of (1), (2), or (3) below: (1) The benefit accrued under the terms of the Plan as of February 28, 1995. (2) The amount of (a) plus (b), times (c): (a) 1% of Average Monthly Compensation. (b) .45% of Average Monthly Compensation in excess of Covered Compensation. (c) Benefit service up to 30 years. (3) $32 multiplied by benefit service. The amounts above are based on the following definitions: Average Monthly Compensation: The monthly average of compensation earned during four consecutive calendar years of employment out of the last ten consecutive calendar years, which produce the highest average. Compensation: Total compensation, including Section 401(k) and Section 125 deferrals, except that bonuses are limited to 50% of base salary. Effective for compensation earned after January 1, 1996, bonuses are not limited to 50% of base salary. Compensation is subject to the limitations of IRC Section 401(a)(17). Effective for post-December 31, 2001 terminations, the $200,000 limit applies to all pre-2002 years of compensation. Covered Compensation: The average of the Social Security taxable wage bases over the 35 year period ending in the year the participant attains Social Security retirement age, assuming no future increases in the wage base, the result divided by 12.

Schneider Electric USA, Inc. Schneider Electric USA, Inc. Pension Plan

EIN/PN: 36-2440683 / 099

Schedule SB, Part V – Summary of Plan Provisions (Continued)

Salaried

Early Retirement Benefit

Eligibility	Age 55 with 10 years of service.
Amount	Accrued benefit payable at normal retirement age. If payment commences prior to normal retirement age, the amount is equal to the greater of (1) or (2) below: (1) The benefit accrued as of February 28, 1995 under the terms of the Plan at that time and reduced by 3/12% for each month that the payment commences before normal retirement age. (2) The benefit accrued at termination of employment reduced by 4/12% for each month that payment commences before normal retirement age.

Deferred Vested Benefit

Eligibility	5 years of service. Active participants on December 31, 2009 are deemed vested.
Amount	Accrued benefit payable at normal retirement age. Participant may elect to receive a reduced benefit commencing as early as age 55. The reduction is actuarial prior to normal retirement age.

Spouse's Benefit

Eligibility	Death after completion of 5 years of service.
Amount	50% of the accrued benefit had the participant elected a joint and 50% survivor annuity. A reduced payment may begin as early as the date the participant would have attained age 55.

Normal Form	For unmarried participants, benefits are payable for life. For married participants, an actuarially reduced benefit payable which provides 50% of the benefit payable to the spouse if the participant predeceases the spouse. Optional forms are available on an actuarial equivalent basis.
Actuarial Equivalence	Annuity Options: 7.00% interest with the 76 PET – 96.45 Mortality Table, a table based on experience underlying the 1971 Group Annuity Mortality Table, without margins, with a projection of mortality improvements to 1976.

Schneider Electric USA, Inc. Schneider Electric USA, Inc. Pension Plan
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Schedule SB, Part V – Summary of Plan Provisions (Continued)

Consolidated Hourly

PARTICIPATION

Date of Hire. Those hired on or after January 1, 2006 are not eligible to participate.

BENEFITS

Accrued benefits were frozen as of December 31, 2009 based on benefit service as of that date.

Normal Retirement Benefit

Eligibility

Age 65 with 5 years of service.

Amount

Benefit rate multiplied by years of service. The benefit rates by location are shown in the following table:

Location	Benefit Rate December 31, 2003
Columbia, S.C.	$32.00
Missouri	$32.00
Seneca	$32.00
Smyrna	$32.00

Early Retirement Benefit

Eligibility

Age 55 with 10 years of service.

Amount

Accrued benefit payable at normal retirement age. If payment commences prior to normal retirement age, amount is reduced 4/12% for each month prior to normal retirement age.

Schneider Electric USA, Inc. Schneider Electric USA, Inc. Pension Plan
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Schedule SB, Part V – Summary of Plan Provisions (Continued)

Consolidated Hourly

Deferred Vested Benefit	
Eligibility	5 years of service.
Amount	Accrued benefit payable at normal retirement age. Participant may elect to receive benefit commencing as early as age 55, reduced 5/12% for each month prior to normal retirement age.
Spouse's Benefit	
Eligibility	Death after completion of 5 years of service.
Amount	50% of the accrued benefit had the participant elected a joint and 50% survivor annuity. A reduced benefit may begin as early as the date the participant would have attained age 55.
Normal Form	For unmarried participants, benefits are payable for life. For married participants, an actuarially reduced benefit is payable, which provides 50% of the benefit payable to the spouse if the participant predeceases the spouse. Optional forms are available on an actuarial equivalent basis.
Actuarial Equivalence	Annuity Options: 7.00% interest with the 76 PET – 96.45 Mortality Table, a table based on experience underlying the 1971 Group Annuity Mortality Table, without margins, with a projection of mortality improvements to 1976.

Schneider Electric USA, Inc. Pension Plan

EIN/PN: 36-2440683 / 099

Schedule SB, Line 19 – Discounted Employer Contributions

Date	Amount	Plan Year	Days Discounted at Effective Rate of 6.34%	Days Discounted at Penalty Rate of 11.34%	Discounted Value
Line 19c - Contributions Allocated Toward Minimum Required Contribution for Current Year					
4/12/2013	6,680,552	2013	101	0	6,567,878
7/12/2013	1,280,505	2013	104	88	1,226,104
7/12/2013	5,400,047	2013	192	0	5,228,226
9/24/2013	2,561,010	2013	195	71	2,427,024
10/11/2013	7,961,057	2013	283	0	7,590,523
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9/15/2014	8,981,700	2013	622	0	8,088,435
Total	40,825,928				38,598,235

Schneider Electric USA, Inc. Pension Plan

EIN/PN: 36-2440683 / 099

Schedule SB, Line 22 – Description of Weighted Average Retirement Age

(1) Age	(2) Expected Active Headcount	(3) Retirement Rate	(4) Expected Retirements (2)*(3)	(5) Weighted Age (1)*(4)
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56	1,894.8211	0.0247	46.8489	2,623.5390
57	2,005.0307	0.0435	87.1785	4,969.1762
58	2,074.1502	0.0435	90.2099	5,232.1741
59	2,107.4854	0.0437	92.0807	5,432.7616
60	2,135.3045	0.1390	296.7556	17,805.3353
61	1,949.7413	0.1385	270.0634	16,473.8645
62	1,794.7010	0.3257	584.5329	36,241.0425
63	1,293.1296	0.2101	271.7210	17,118.4231
64	1,073.7631	0.2309	247.9101	15,866.2466
65	874.7727	0.7500	656.0795	42,645.1698
66	247.2389	0.3241	80.1345	5,288.8766
67	184.7289	0.3200	59.1213	3,961.1288
68	137.5164	0.3159	43.4363	2,953.6681
69	99.2423	0.3109	30.8578	2,129.1886
70	72.7505	1.0000	72.7505	5,092.5346
71	3.0000	1.0000	3.0000	213.0000
72	5.0000	1.0000	5.0000	360.0000
73	0.0000	1.0000	0.0000	0.0000
74	0.0000	1.0000	0.0000	0.0000
75	0.0000	1.0000	0.0000	0.0000
76	0.0000	1.0000	0.0000	0.0000
77	0.0000	1.0000	0.0000	0.0000
78	1.0000	1.0000	1.0000	78.0000
79	0.0000	1.0000	0.0000	0.0000
80	1.0000	1.0000	1.0000	80.0000
Totals			3,010.4590	188,456.9216

Assumed Retirement Age = 62.60

Schneider Electric USA, Inc. Pension Plan

EIN/PN: 36-2440683 / 099

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

Prescribed Funding Assumptions and Methods

Funding interest rates

Current Year:	Segment Rates with four-month lookback:	
	First Segment Rate	1.75%
	Second Segment Rate	4.62%
	Third Segment Rate	5.72%

In accordance with MAP-21, the first, second and third Segment Rates are constrained to a 85%-115% Corridor around the average Segment Rates for the 25-year period ending September 30, 2012, or **4.94%**, **6.15%** and **6.76%**, respectively, for minimum funding but not maximum tax-deductible purposes.

	Effective Interest Rate (Based on MAP-21 rates)	6.34%

Prior Year:	Segment Rates with four-month lookback:	
	First Segment Rate	2.06%
	Second Segment Rate	5.25%
	Third Segment Rate	6.32%

In accordance with MAP-21, the first, second and third Segment Rates are constrained to a 90%-110% Corridor around the average Segment Rates for the 25-year period ending September 30, 2011, or **5.54%**, **6.85%** and **7.52%**, respectively, for minimum funding but not maximum tax-deductible purposes.

	Effective Interest Rate (Based on MAP-21 Rates)	7.04%

Schneider Electric USA, Inc. Pension Plan

EIN/PN: 36-2440683 / 099

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods (Continued)

Non-Prescribed Funding Assumptions and Methods

Mortality

Mortality tables mandated by PPA as specified in IRS Regulation 1.430(h)(3)-1, applied on a static basis, projected 7 years from the valuation date for annuitants and 15 years for non-annuitants.

Actuarial cost method

The Funding Target is the present value of accrued benefits based on compensation and service to date. The Target Normal Cost is the present value of benefits expected to be accrued during the current plan year, reflecting the effect of expected compensation increases during the year and including expected plan administrative expenses to be paid from plan assets during the year.

Future actuarial measurements may differ significantly from current measurements due to plan experience differing from that anticipated by the economic and demographic assumptions, increases or decreases expected as part of the natural operation of the methodology used for these measurements, and changes in plan provisions or applicable law. Because of limited scope, Buck performed no analysis of the potential range of such future differences.

Schneider Electric USA, Inc. Pension Plan

EIN/PN: 36-2440683 / 099

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods (Continued)

Non-Prescribed Funding Assumptions and Methods

Maximum benefit limitations

No increase

Expenses

Expected plan administrative expenses of $4,197,886 were added to the Target Normal Cost. The amount is based on the prior year's administrative expenses plus this year's expected PBGC premiums payable from the plan.

Form of payment – Salaried

The underlying assumption is that 50% of future retirees will choose the life only option, while the remaining future retirees will choose a Joint and Survivor option.

Form of payment – Hourly

The underlying assumption is that 60% of future retirees will choose the life only option, while the remaining future retirees will choose a Joint & Survivor option.

Marital percentage

80% of participants are assumed to be married at death. Husbands are assumed to be 3 years older than their wives.

Schneider Electric USA, Inc. Pension Plan

EIN/PN: 36-2440683 / 099

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods (Continued)

Non-Prescribed Funding Assumptions and Methods (continued)

Separation from Service before Normal Retirement – Salaried

Illustrative rates of assumed separation from service are as follows:

Age	Annual Rate of:	
	Withdrawal	Early Retirement
25	18.3%	
30	12.2	
35	9.8	
40	8.5	
45	7.3	
50	6.1	
55		4.0%
56		2.5
57		4.5
58		4.5
59		4.5
60		15.0
61		15.0
62		35.0
63		20.0
64		20.0
65		
69		

Normal Retirement Rates - Salaried

The rates of normal retirement are as follows:

Age	Annual Rate of Retirement
65	75%
66	35
67	35
68	35
69	35
70	100

Schneider Electric USA, Inc. Pension Plan

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Schedule SB, Part V – Statement of Actuarial Assumptions/Methods (Continued)

Non-Prescribed Funding Assumptions and Methods (continued)

Separation from Service before Normal Retirement – Consolidated Hourly

Illustrative rates of assumed separation from service are as follows:

Age	Annual Rate of:	
	Withdrawal	Early Retirement
25	11.2%	
30	8.8	
35	7.4	
40	6.0	
45	4.8	
50	4.2	
55		4.0%
56		2.5
57		4.0
58		4.0
59		4.0
60		10.0
61		10.0
62		25.0
63		25.0
64		35.0
65		
69		

Normal Retirement Rates – Consolidated Hourly

The rates of normal retirement are as follows:

Age	Annual Rate of Retirement
65	75%
66	20
67	20
68	20
69	20
70	100

Schneider Electric USA, Inc. Pension Plan

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Schedule SB, Part V – Statement of Actuarial Assumptions/Methods (Continued)

Non-Prescribed Funding Assumptions and Methods (continued)

Asset valuation method

The Actuarial Value of Assets is market value as of the valuation date, including discounted receivable contributions, reduced by 2/3 and 1/3 of the gain/(loss) in each of the prior years, respectively. The gain/(loss) for each period is determined as the actual return on market value during the period less the expected return on market value based on an assumed earnings rate chosen by the actuary but required by PPA to be not greater than the applicable third Segment Rate. The resulting value is constrained to be within a corridor of 90% to 110% of market value, including discounted receivable contributions.

The expected return on plan assets is 7.50% per annum, limited by PPA to the applicable Third Segment Rate as follows:

2012 measurement period:	7.52%
2011 measurement period:	6.57%

DATA

Census and Assets

The valuation was based on data as of January 1, 2013 and does not take into account future participants. All census data was supplied by the Company and was subject to reasonable consistency checks. Asset data was supplied by State Street Bank and was accepted unaudited.

Schneider Electric USA, Inc. Pension Plan

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Schedule SB, Part V – Summary of Plan Provisions

Salaried

PARTICIPATION	January 1, following date of hire. Those hired on or after January 1, 2006 are not eligible to participate.
BENEFITS	Accrued benefits were frozen as of December 31, 2009 based on benefit service and compensation history as of that date.
Normal Retirement Benefit	
Eligibility	Age 65 with 5 years of service.
Amount	Accrued benefit equal to the greatest of (1), (2), or (3) below: (1) The benefit accrued under the terms of the Plan as of February 28, 1995. (2) The amount of (a) plus (b), times (c): (a) 1% of Average Monthly Compensation. (b) .45% of Average Monthly Compensation in excess of Covered Compensation. (c) Benefit service up to 30 years. (3) $32 multiplied by benefit service. The amounts above are based on the following definitions: <u>Average Monthly Compensation</u>: The monthly average of compensation earned during four consecutive calendar years of employment out of the last ten consecutive calendar years, which produce the highest average. <u>Compensation</u>: Total compensation, including Section 401(k) and Section 125 deferrals, except that bonuses are limited to 50% of base salary. Effective for compensation earned after January 1, 1996, bonuses are not limited to 50% of base salary. Compensation is subject to the limitations of IRC Section 401(a)(17). Effective for post-December 31, 2001 terminations, the $200,000 limit applies to all pre-2002 years of compensation. <u>Covered Compensation</u>: The average of the Social Security taxable wage bases over the 35 year period ending in the year the participant attains Social Security retirement age, assuming no future increases in the wage base, the result divided by 12.

Schneider Electric USA, Inc. Schneider Electric USA, Inc. Pension Plan

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Schedule SB, Part V – Summary of Plan Provisions (Continued)

Salaried

Early Retirement Benefit

Eligibility	Age 55 with 10 years of service.
Amount	Accrued benefit payable at normal retirement age. If payment commences prior to normal retirement age, the amount is equal to the greater of (1) or (2) below: (1) The benefit accrued as of February 28, 1995 under the terms of the Plan at that time and reduced by 3/12% for each month that the payment commences before normal retirement age. (2) The benefit accrued at termination of employment reduced by 4/12% for each month that payment commences before normal retirement age.

Deferred Vested Benefit

Eligibility	5 years of service. Active participants on December 31, 2009 are deemed vested.
Amount	Accrued benefit payable at normal retirement age. Participant may elect to receive a reduced benefit commencing as early as age 55. The reduction is actuarial prior to normal retirement age.

Spouse's Benefit

Eligibility	Death after completion of 5 years of service.
Amount	50% of the accrued benefit had the participant elected a joint and 50% survivor annuity. A reduced payment may begin as early as the date the participant would have attained age 55.

Normal Form	For unmarried participants, benefits are payable for life. For married participants, an actuarially reduced benefit payable which provides 50% of the benefit payable to the spouse if the participant predeceases the spouse. Optional forms are available on an actuarial equivalent basis.
Actuarial Equivalence	Annuity Options: 7.00% interest with the 76 PET – 96.45 Mortality Table, a table based on experience underlying the 1971 Group Annuity Mortality Table, without margins, with a projection of mortality improvements to 1976.

Schedule SB, Part V – Summary of Plan Provisions (Continued)

Consolidated Hourly

PARTICIPATION

Date of Hire. Those hired on or after January 1, 2006 are not eligible to participate.

BENEFITS

Accrued benefits were frozen as of December 31, 2009 based on benefit service as of that date.

Normal Retirement Benefit

Eligibility

Age 65 with 5 years of service.

Amount

Benefit rate multiplied by years of service. The benefit rates by location are shown in the following table:

Location	Benefit Rate December 31, 2003
Columbia, S.C.	$32.00
Missouri	$32.00
Seneca	$32.00
Smyrna	$32.00

Early Retirement Benefit

Eligibility

Age 55 with 10 years of service.

Amount

Accrued benefit payable at normal retirement age. If payment commences prior to normal retirement age, amount is reduced 4/12% for each month prior to normal retirement age.

Schneider Electric USA, Inc. Schneider Electric USA, Inc. Pension Plan

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Schedule SB, Part V – Summary of Plan Provisions (Continued)

Consolidated Hourly

Deferred Vested Benefit	
Eligibility	5 years of service.
Amount	Accrued benefit payable at normal retirement age. Participant may elect to receive benefit commencing as early as age 55, reduced 5/12% for each month prior to normal retirement age.
Spouse's Benefit	
Eligibility	Death after completion of 5 years of service.
Amount	50% of the accrued benefit had the participant elected a joint and 50% survivor annuity. A reduced benefit may begin as early as the date the participant would have attained age 55.
Normal Form	For unmarried participants, benefits are payable for life. For married participants, an actuarially reduced benefit is payable, which provides 50% of the benefit payable to the spouse if the participant predeceases the spouse. Optional forms are available on an actuarial equivalent basis.
Actuarial Equivalence	Annuity Options: 7.00% interest with the 76 PET – 96.45 Mortality Table, a table based on experience underlying the 1971 Group Annuity Mortality Table, without margins, with a projection of mortality improvements to 1976.

Schneider Electric USA, Inc. Pension Plan

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Schedule SB, Line 24 – Change in Actuarial Assumptions

The administrative expenses were changed from $4,721,010 to $4,197,886.

Schneider Electric USA, Inc. Pension Plan

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Schedule SB, line 32 – Schedule of Amortization Bases

Type of Base	Present Value of Remaining Installments as of January 1, 2013	Date Established	Remaining Installments	Shortfall Amortization Installment
Shortfall	$43,603,817	1/1/2013	7	$7,277,132
Shortfall	($82,678,735)	1/1/2012	6	($15,620,712)
Shortfall	$50,613,670	1/1/2011	5	$11,121,688
Shortfall	$117,834,355	1/1/2010	4	$31,622,241

Schneider Electric USA, Inc. Pension Plan

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Schedule SB, Line 26 – Schedule of Active Participant Data

Attained Age	Years of Credited Service: Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & up	
	No.	Avg Acc. Ben.	No.	Avg Acc. Ben.	No.	Avg Acc. Ben.	No.	Avg Acc. Ben.	No.	Avg Acc. Ben.	No.	Avg Acc. Ben.	No.	Avg Acc. Ben.	No.	Avg Acc. Ben.	No.	Avg Acc. Ben.	No.	Avg Acc. Ben.
Under 25	0		0		0		0		0		0		0		0		0		0	
25 to 29	0		12		8		0		0		0		0		0		0		0	
30 to 34	2		50	2,323	73	3,443	22	4,642	0		0		0		0		0		0	
35 to 39	0		49	2,969	135	4,769	133	7,367	14		0		0		0		0		0	
40 to 44	2		39	3,171	158	4,825	200	9,004	99	12,114	11		0		0		0		0	
45 to 49	0		56	3,242	135	6,043	225	9,643	174	16,060	137	21,742	16		0		0		0	
50 to 54	2		50	3,324	95	5,095	186	9,280	138	16,049	160	22,284	175	26,214	36	20,481	0		0	
55 to 59	0		22	3,459	71	5,961	149	9,584	101	14,847	96	17,671	92	25,521	165	30,321	64	17,709	0	
60 to 64	0		11		47	5,638	77	10,014	75	16,200	59	17,691	58	21,187	47	26,567	98	30,732	15	
65 to 69	0		3		7		20	8,481	6		11		8		8		20	34,552	11	
70 & up	0		0		2		3		1		0		0		0		2		4	

Accrued benefits were frozen as of December 31, 2009. The average accrued benefits are shown in lieu of compensation.

Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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 Schneider Electric USA, Inc. Pension Plan

1b Three-digit plan number (PN) ▶ 099

1c Effective date of plan 03/31/1943

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)
Schneider Electric USA, Inc.

1415 S. Roselle Road

Palatine IL 60067

2b Employer Identification Number (EIN) 36-2440683

2c Sponsor's telephone number (847) 397-2600

2d Business code (see instructions) 335900

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	Karen Hansen	10/11/2014	Karen Hansen
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Schneider Electric USA, Inc.
Employee Benefits Admin Committee

1415 S. Roselle Road

Palatine IL 60067

3b Administrator's EIN: 62-1546626

3c Administrator's telephone number: (847) 397-2600

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**	14,816
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**	3,695
b	Retired or separated participants receiving benefits	**6b**	5,117
c	Other retired or separated participants entitled to future benefits	**6c**	5,134
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	13,946
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	739
f	Total. Add lines **6d** and **6e**	**6f**	14,685
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**	0
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 1B 1I 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)