

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>DASSAULT SYSTEMES AMERICAS CORP. EMPLOYEE RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>06/29/1992</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>06/29/1992</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>06/29/1992</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>DASSAULT SYSTEMES AMERICAS CORP.</u> <u>175 WYMAN STREET</u> <u>WALTHAM, MA 02451</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>51-0379588</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>781-810-3000</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>541519</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>51-0379588</u>	2c Sponsor's telephone number <u>781-810-3000</u>	2d Business code (see instructions) <u>541519</u>	
2b Employer Identification Number (EIN) <u>51-0379588</u>					
2c Sponsor's telephone number <u>781-810-3000</u>					
2d Business code (see instructions) <u>541519</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2014	DANIEL BARNES
	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		3b Administrator's EIN
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		3c Administrator's telephone number 4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 623
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 208
b Retired or separated participants receiving benefits		6b 77
c Other retired or separated participants entitled to future benefits		6c 336
d Subtotal. Add lines 6a , 6b , and 6c		6d 621
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e 2
f Total. Add lines 6d and 6e		6f 623
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 1I		
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
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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 <u>DASSAULT SYSTEMES AMERICAS CORP. EMPLOYEE RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>DASSAULT SYSTEMES AMERICAS CORP.</u>	D Employer Identification Number (EIN) <u>51-0379588</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month _____ Day _____ Year _____	
2 Assets:	
a Market value	2a <u>38749317</u>
b Actuarial value	2b <u>38625261</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>67</u> (1) Number of participants <u>10042847</u> (2) Funding Target
b For terminated vested participants.....	3b <u>330</u> <u>12616510</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>517835</u>
(2) Vested benefits	3c(2) <u>11953201</u>
(3) Total active.....	3c(3) <u>226</u> <u>12471036</u>
d Total.....	3d <u>623</u> <u>35130393</u>
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 <u>6.44 %</u>
6 Target normal cost	6 <u>250000</u>

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		<u>10/14/2014</u>
Signature of actuary		Date
<u>LOIDA R. A. MOSHER</u>		<u>14-06037</u>
Type or print name of actuary		Most recent enrollment number
<u>TOWERS WATSON DELAWARE INC.</u>		<u>310-551-5600</u>
Firm name		Telephone number (including area code)
<u>1925 CENTURY PARK EAST</u> <u>SUITE 1500</u> <u>LOS ANGELES, CA 90067</u>		
Address of the firm		

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

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

Schedule SB (Form 5500) 2013
v. 130118

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)	0	2912334
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	2912334
10 Interest on line 9 using prior year's actual return of <u>10.12</u> %		294728
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		3298088
b Interest on (a) using prior year's effective interest rate of <u>7.16</u> % except as otherwise provided (see instructions)		236143
c Total available at beginning of current plan year to add to prefunding balance		3534231
d Portion of (c) to be added to prefunding balance		3534231
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	6741293

Part III Funding Percentages		
14 Funding target attainment percentage	14	90.75 %
15 Adjusted funding target attainment percentage	15	109.94 %
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	100.80 %
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
09/12/2014	4000000				
			Totals ►	18(b)	4000000
				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
b Contributions made to avoid restrictions adjusted to valuation date	19b
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☒ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No
c If line 20a is "Yes," see instructions and complete the following table as applicable:	

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

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

21 Discount rate:				
a Segment rates:	1st segment: 4.94%	2nd segment: 6.15%	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 3
22 Weighted average retirement age				22 62
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	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	
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	250000	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	0	0	
b Waiver amortization installment		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	0	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	250000	
	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	250000	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	3597966	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	3347966	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

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

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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 DASSAULT SYSTEMES AMERICAS CORP. EMPLOYEE RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 DASSAULT SYSTEMES AMERICAS CORP.	D Employer Identification Number (EIN) 51-0379588

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

13-3124172

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

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

RIVERBRIDGE PARTNERS

41-1930193

(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	NONE	32482	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MCDONNELL INVESTMENT MANAGEMENT

36-4445613

(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	NONE	56135	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

POLEN CAPITAL INVESTMENT

26-0319356

(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	NONE	39039	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

LAZARD FRERES & CO

13-5545100

(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	NONE	37531	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BLACKROCK

32-0174431

(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	NONE	62675	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FIRST STATE TRUST COMPANY

13-3124172

(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 25 28 50	NONE	25919	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

MORGAN STANLEY

26-4310632

(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	NONE	30744	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

a Name:	b EIN:
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Explanation:

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

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>DASSAULT SYSTEMES AMERICAS CORP. EMPLOYEE RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>DASSAULT SYSTEMES AMERICAS CORP.</u>	D Employer Identification Number (EIN) <u>51-0379588</u>	

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		3460
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	3000000	4000000
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)	97064	93127
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		4383013
(2) U.S. Government securities	1c(2)	5489277	5381172
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)	4521263	4689290
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)	16583128	17022756
(5) Partnership/joint venture interests	1c(5)		4878091
(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)		
(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)	8733405	4481238
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	473394	374968

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	38897531	45307115

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	7001	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	7001	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	38890530	45307115
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	4000000	
(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)		4000000

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	949	
(B) U.S. Government securities	2b(1)(B)	95858	
(C) Corporate debt instruments	2b(1)(C)	195214	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	246	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		292267

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	328713	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	64833	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		393546

(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	52959556	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	52054572	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		904984

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	2286750	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		2286750

		(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)		
(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)		-77173
c Other income	2c		1709
d Total income. Add all income amounts in column (b) and enter total	2d		7802083

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1100625	
(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)		1100625
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)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	258606	
(4) Other	2i(4)	26267	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		284873
j Total expenses. Add all expense amounts in column (b) and enter total	2j		1385498

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		6416585
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: STEVEN STROLL

(2) EIN: 95-4665222

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

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

Part IV Compliance Questions

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

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
4d		X	
e Was this plan covered by a fidelity bond?	X		5000000
4e	X		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
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?		X	
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.)	X		
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.)	X		
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?		X	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
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)

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

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>		<div>Retirement Plan Information</div> <div>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).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2013</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013					
A Name of plan DASSAULT SYSTEMES AMERICAS CORP. EMPLOYEE RETIREMENT PLAN				B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 DASSAULT SYSTEMES AMERICAS CORP.				D Employer Identification Number (EIN) 51-0379588	
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): 13-3124172					
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	0
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)					
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☒ No ☐ N/A					
If the plan is a defined benefit plan, go to line 8.					
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.					
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....				6a	
b Enter the amount contributed by the employer to the plan for this plan year.....				6b	
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)				6c	
If you completed line 6c, skip lines 8 and 9.					
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?..... ☐ Yes ☐ No ☐ N/A					
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☒ N/A					
Part III Amendments					
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☒ No					
Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.					
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ☐ Yes ☐ No					
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No					
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No					
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?..... ☐ Yes ☐ No					
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.				Schedule R (Form 5500) 2013 v. 130118	

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**DASSAULT SYSTEMES AMERICAS CORP.
EMPLOYEE RETIREMENT PLAN
FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012**

DASSAULT SYSTEMES AMERICAS CORP.
EMPLOYEE RETIREMENT PLAN
FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

CONTENTS

	<u>Page Number</u>
Table of Contents	1
Independent Auditor's Report	2-3
Statement of Net Assets Available for Benefits At December 31, 2013 and 2012	4
Statement of Changes in Net Assets Available for Benefits For Years Ended December 31, 2013 and 2012	5
Statement of Accumulated Plan Benefits For Year Ended December 31, 2012	6
Notes to Financial Statements	7-13
Schedule of transactions in excess of 5% of the current value of plan assets	14-16
Schedule of assets held for investment at year end	17-38

STEVEN STROLL, CPA

B"H

A PROFESSIONAL CORPORATION
MEMBER
THE CALIFORNIA SOCIETY
OF CERTIFIED PUBLIC ACCOUNTANTS

4929 WILSHIRE BOULEVARD, SUITE 388
LOS ANGELES, CALIFORNIA 90010
TELEPHONE (323) 936-2777
FACSIMILE (323) 936-2745

INDEPENDENT AUDITOR'S REPORT

To the Administrator:
Dassault Systemes Americas Corp.
Employee Retirement Plan
Woodland Hills, California

Report on the Financial Statements

I was engaged to audit the accompanying financial statements of the Dassault Systemes Americas Corp. Employee Retirement Plan, which comprise the statements of net assets available for benefits of as of December 31, 2013 and 2012 and the related statement of changes in net assets available for benefits for the years then ended, as well as the related statement of accumulated plan benefits for the year ended December 31, 2012 and the related notes to the financial, and the supplemental schedules of assets held at end of year and of transactions in excess of 5% of the current value of plan assets.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

My responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, I was 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 Rules and Regulations for Reporting and Disclosure Under the Employee Retirement Income Security Act of 1974, the plan administrator instructed me not to perform, and I did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by by First State Trust Company, Trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. I have been informed by the administrator of the plan that the trustee holds the plan's investment assets and executes investment transactions. The administrator of the plan has obtained certification from the trustee that the

information provided to the Administrator by the Trustee as of December 31, 2013 and 2014 is complete and accurate. EOP No. 2014-038 / 001

Disclaimer of Opinion

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

Other Matter

I was engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of assets held at end of year and of transactions in excess of 5% of the current value of plan assets, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and I do not express an opinion on the supplemental schedules referred to above.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee have been audited by me in accordance with auditing standards generally accepted in the United States of America and, in my 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.



A Professional Corporation
Steven Stroll, CPA
Los Angeles, California
October 13, 2014

DASSAULT SYSTEMES AMERICAS CORP.

EMPLOYEE RETIREMENT PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2013 AND 2012

	<u>2013</u>	<u>2012</u>
Assets:		
Investments held by Trustee at fair value -		
Investments that represent 5% or more of the Plan's		
net assets are separately identified:		
Cash	\$ 3,460	\$ -
Northern Institutional Diversified Assets - SW	4,383,013	8,733,405
Common stocks (Cost \$13,497,567 in 2013, \$13,784,791 in 2012)	17,022,755	16,583,128
Corporate obligations (Cost \$4,740,040 in 2013; \$3,851,506 in 2012)	4,689,290	4,521,263
U.S. Gov't/Federal agency obligations (Cost \$5,320,306 in 2013; \$5,193,111 in 2012)	5,381,172	5,489,277
Municipal obligations (Cost \$358,499 in 2013; \$403,499 in 2012)	374,968	473,394
Partnerships and Joint Venture Interest	4,878,091	-
Mutual Funds	<u>4,481,238</u>	<u>-</u>
Total Investments	<u>41,210,527</u>	<u>35,800,467</u>
Receivables -		
Contributions	4,000,000	3,000,000
Interest and dividends	<u>93,127</u>	<u>97,064</u>
Total Receivables	<u>4,093,127</u>	<u>3,097,064</u>
Total Assets	<u>45,307,115</u>	<u>38,897,531</u>
Liabilities:		
Due to broker on unsettled trades	<u>-</u>	<u>7,001</u>
Total Liabilities	<u>-</u>	<u>7,001</u>
Net Assets Available for Benefits	<u>\$ 45,307,115</u>	<u>\$ 38,890,530</u>

See accompanying notes to financial statements

DASSAULT SYSTEMES AMERICAS CORP.

EMPLOYEE RETIREMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEARS ENDED DECEMBER 31, 2013 AND 2012

	<u>2013</u>	<u>2012</u>
Additions to Plan:		
Employer contributions	<u>\$ 4,000,000</u>	<u>\$ 3,648,342</u>
Investment income (loss) -		
Interest & dividends earned	705,347	653,436
Unrealized appreciation in fair value of investments	2,209,577	2,049,274
Net gain (loss) on investments sold	904,984	406,134
Other income	<u>1,709</u>	<u>1,163</u>
	<u>3,821,618</u>	<u>3,110,007</u>
Total Additions to Plan	<u>7,821,618</u>	<u>6,758,349</u>
Deductions from Plan:		
Pension benefits provided	1,100,625	902,442
Investment management fees	258,606	219,347
Trustee fees	25,919	22,831
Other	<u>19,883</u>	<u>-</u>
Total Deductions from Plan	<u>1,405,033</u>	<u>1,144,620</u>
Net additions to Plan for year	6,416,585	5,613,729
Net assets available for benefits:		
Balance at beginning of year	<u>38,890,530</u>	<u>33,276,801</u>
Balance at End of Year	<u><u>\$ 45,307,115</u></u>	<u><u>\$ 38,890,530</u></u>

See accompanying notes to financial statements

DASSAULT SYSTEMES AMERICAS CORP.
 EMPLOYEE RETIREMENT PLAN
 STATEMENT OF ACCUMULATED PLAN BENEFITS
 YEAR ENDED DECEMBER 31, 2013

Actuarial present value of accumulated plan benefits at January 1, 2012		\$ 27,077,609
Increase (decrease) during year attributable to:		
Benefits accumulated and net gains and losses experienced	\$ -	
Actuarial (gains)/losses	24,031	
Decrease in the discount period	2,130,355	
Benefits paid	(902,442)	
Assumption changes	9,180,893	
Plan amendments	-	
Net increase for year		<u>10,432,837</u>
Actuarial present value of accumulated plan benefits at December 31, 2012		<u><u>\$ 37,510,446</u></u>
Consisting of:		
Vested Benefits:		
Active employees	\$ 13,018,130	
Participants with deferred benefits	13,784,201	
Participants receiving benefits	<u>10,169,852</u>	
Total vested benefits	36,972,183	
Non-vested accumulated benefits	<u>538,263</u>	
Total Accumulated Plan Benefits:		<u><u>\$ 37,510,446</u></u>

See accompanying notes to financial statements

DASSAULT SYSTEMES AMERICAS CORP. EIN/PN: 95-4374038 / 001
EMPLOYEE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 1 – PLAN DESCRIPTION:

Dassault Systemes Americas Corp. Retirement Plan (the “Plan”) is a defined benefit pension plan which covers eligible employees of Dassault Systemes Americas Corp (the “Company”). The Plan is funded through a trust fund which receives Company contributions, invests Plan assets, and disburses pension benefits in accordance with the Trust Agreement.

Effective April 1, 1998, the Plan was expanded to include employees of Enovia Corporation, a former division of IBM Corporation that was acquired by Dassault's parent company. All employee service, including pre-acquisition Enovia service, is counted in determining DSA Plan benefits for those Enovia employees who elected to transfer their IBM Plan accrued benefits to the DSA Plan. Those Enovia employees who elected not to transfer their IBM Plan accrued benefits are treated as any other new participants would be under the DSA Plan. Effective December 31, 2005, Enovia Corporation merged into Dassault Systemes Americas Corp. Effective January 1, 2009, Employees hired or rehired after December 31, 2008 shall not commence or recommence participation in the plan. Effective December 31, 2011, the plan was amended to provide that no employees participating in the plan shall accrue additional benefits.

At the normal retirement age of 65, the annual pension is \$195 for each year of credited service (up to 35 years) through December 25, 1984 plus 1.5% of Excess Pay (as defined by the Plan), plus 1% of Final Average Pay (as defined by the Plan) for each year of credited service after December 25, 1984 (not greater than 40 years less credited service up to December 25, 1984).

Other benefits provided include: early retirement pensions, disability pensions, pre and post-retirement death benefits, and special termination benefits for attaining 25 years of service prior to age 50, or 20 years of service by age 50.

Plan participants become 100% vested upon attaining five years of service. All other participants are non-vested.

FUNDING –

Contributions to the plan are expected to fund each year's normal costs and a portion of unfunded accrued liabilities. As of January 1, 2013, the latest actuarial valuation date, the minimum funding requirements of the Employee Retirement Income Security Act (ERISA) had been met.

TERMINATION –

The Plan is intended to be permanent. However, the Plan provides that in the event of termination, the assets remaining in the Plan shall be allocated amongst retired employees, beneficiaries, and participants in the following order, as prescribed by the Employee Retirement Income Security Act of 1974 (ERISA):

1. Retirement benefits payable as a pension at the beginning of the three-year period ending on the termination date, or those benefits that would have been in pay status during that time had the participant chosen to retire, excluding any increases in retirement benefits resulting from Plan amendments during the preceding five years. The lowest pension in pay status during the three-year period shall be considered the pension in pay status for such period.

2. Retirement benefits payable to terminated fully vested participants with Plan retirement age or to fully vested employees who would be entitled to such retirement benefits if their employment were terminated on the date of Plan termination, to the extent such retirement benefits are guaranteed by ERISA.
3. All other fully vested benefits not provided for in the foregoing paragraph.
4. All other retirement benefits under the Plan.

NOTE 2 – SUMMARY OF ACCOUNTING POLICIES:

Assets, liabilities, revenues and expenses are recorded on the accrual basis of accounting. Plan investments are stated at fair value as determined by quoted market price. Short-term money market funds are stated at cost, which approximates fair value.

USE OF ESTIMATES –

The preparation of Plan financial statements requires management to make estimates and assumptions that affect the reported amounts in the financial statements and accompanying notes. Actual results could differ from those estimates.

SUBSEQUENT EVENTS –

Management has evaluated all activity of the Plan through October 13, 2014, the date the financial statements were available to be issued, and concluded that no subsequent events have occurred that would require recognition or disclosure in these financial statements.

NOTE 3 – FAIR VALUE MEASUREMENTS:

FASB ASC 820, *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives highest priority to unadjusted quoted prices in active markets for identical assets (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements).

The three levels of the fair value hierarchy under FASB ASC 820-10 are described as follows:

- Level 1 inputs to the valuation methodology are unadjusted quoted prices for identical assets in active markets that the plan has the ability to access.
- Level 2 inputs to the valuation methodology include the following:
 - Quoted prices for similar assets or liabilities in active markets
 - Quoted prices for identical or similar assets or liabilities in inactive markets
 - Inputs other than quoted prices that are observable for the asset or liability
 - Inputs that are derived principally from, or corroborated by, observable market data by correlation or other means.

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

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

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

The following is a description of the valuation methodologies used for assets measured at fair value; there have been no changes in the methodologies used at December 31, 2013 and 2012:

Money Market Funds: Valued at the net asset value of shares held by the Plan at year-end.

U.S. Government bonds, U.S. Agency bonds, corporate bonds: Valued based on dealer quotes, bond market activity, and other relevant information

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

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

The following table presents the plan's assets at fair value as of December 31, 2013 and 2012, within the fair value hierarchy:

	Assets at Fair Value as of December 31, 2013			
	Level 1	Level 2	Level 3	Totals
Money market funds -				
Money market funds	\$ -	\$ 45,904	\$ -	\$ 45,904
Short term investment fund	-	4,383,013	-	4,383,013
	-	4,428,917	-	4,428,917
U.S. treasury obligations -				
U.S. treasury bonds & notes	-	2,007,059	-	2,007,059
U.S. treasury inflation index	-	1,563,525	-	1,563,525
	-	3,570,584	-	3,570,584
U.S. Government agencies -				
Government agencies bond	-	1,810,588	-	1,810,588
Corporate & foreign bonds-				
Mutual Fund - Fixed Income	-	1,881,964	-	1,881,964
Corp. bonds domestic	-	4,558,506	-	4,558,506
Corp. bonds foreign	-	130,784	-	130,784
		6,571,254		6,571,254
Municipal obligations -				
Muni bonds taxable	-	374,968	-	374,968

-				
Common equity securities -				
Common stock domestic	12,289,143	-	-	12,289,143
Common stock foreign	4,717,967	-	-	4,717,967
Real Estate Investment Trusts	15,644	-	-	15,644
	<u>17,022,755</u>	<u>-</u>	<u>-</u>	<u>17,022,755</u>
Closed End Fixed Inc-Non-Taxable-				
Mutual Fund Int'l Fixed Income	<u>-</u>	<u>2,553,370</u>	<u>-</u>	<u>2,553,370</u>
Other Assets-				
Hedge Funds	<u>-</u>	<u>-</u>	<u>4,878,091</u>	<u>4,878,091</u>
Total assets at fair value	<u>\$ 17,022,755</u>	<u>\$ 19,309,681</u>	<u>\$ 4,878,091</u>	<u>\$ 41,210,527</u>

Assets at Fair Value as of December 31, 2012

	Level 1	Level 2	Level 3	Totals
Money market funds -				
Short term investment fund	<u>\$ -</u>	<u>\$ 8,733,405</u>	<u>\$ -</u>	<u>\$ 8,733,405</u>
U.S. treasury obligations -				
U.S. treasury bonds & notes	-	2,347,325	-	2,347,325
U.S. treasury inflation index	<u>-</u>	<u>652,544</u>	<u>-</u>	<u>652,544</u>
	-	2,999,869	-	2,999,869
U.S. Government agencies -				
Government agencies bond	<u>-</u>	<u>2,489,408</u>	<u>-</u>	<u>2,489,408</u>
Corporate & foreign bonds-				
Corp. bonds domestic	-	4,250,716	-	4,250,716
Corp. bonds foreign	<u>-</u>	<u>270,547</u>	<u>-</u>	<u>270,547</u>
	-	4,521,263	-	4,521,263
Municipal obligations -				
Muni bonds taxable	<u>-</u>	<u>473,394</u>	<u>-</u>	<u>473,394</u>
Common equity securities -				
Common stock domestic	12,787,028	-	-	12,787,028
Common stock foreign	<u>3,796,100</u>	<u>-</u>	<u>-</u>	<u>3,796,100</u>
	16,583,128	-	-	16,583,128
Total assets at fair value	<u>\$ 16,583,128</u>	<u>\$ 19,217,339</u>	<u>\$ -</u>	<u>\$ 35,800,467</u>

NOTE 4 - INFORMATION CERTIFIED BY THE TRUSTEE:

The Plan Administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by First State Trust Company, the Trustee of the Plan, as complete and accurate, except for comparing such information certified by the Trustee to information included in the Plan's financial statements and supplemental schedules:

(a) Investment held and certified by First State Trust Company:

	December 31,	
	2013	2012
Interest Bearing Cash	\$ 4,383,013	\$ 8,733,405
Common stock	17,022,755	16,583,128
U.S Gov't/Federal agencies obligations	5,381,172	5,489,277
Corporate obligations	5,064,258	4,994,657
Partnership/Joint Venture Int	4,878,091	-
Mutual funds	4,481,238	-
Total	<u>\$ 41,210,527</u>	<u>\$ 35,800,467</u>

(b) Investment income (loss) certified by First State Trust Company

	Year Ended December 31,			
	2013		2012	
	Interest & Dividend Income	Net Appreciation in fair value	Interest & Dividend Income	Net Appreciation in fair value
Interest bearing cash	\$ 949	\$ -	\$ 1,163	\$ -
Common Stock	348,249	3,585,603	348,543	2,096,038
US Gov't/Federal agencies obligations	95,858	(275,127)	107,842	74,087
Corporate obligations	195,214	(346,833)	210,012	213,806
Partnership/Joint Venture Int	-	228,091	-	-
Mutual funds	64,833	(77,172)	-	-
Other	244	-	-	-
Total	<u>\$ 705,347</u>	<u>\$ 3,114,561</u>	<u>\$ 667,560</u>	<u>\$ 2,383,931</u>

Accumulated Plan benefits are the estimated future periodic payments attributable to pension credits earned by participants through the valuation date, January 1, 2013.

The actuarial present value of accumulated Plan benefits is determined by the actuary, Towers Watson, and is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits. These actuarial adjustments reflect the time and value of money (through discounts for interest), and the probability of payment (affected by decrements such as death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The significant assumptions used to calculate the present value of accumulated plan benefits (per FASB ASC 960) as of January 1, 2013 were as follows:

Investment return - 6.0% per annum

Mortality - Non-disabled participants:

[The prescribed mortality under section 430(h) (3) (A) of the Internal Revenue Code using static tables with separate mortality rates for annuitants and non-annuitants.]

Disabled participants:

Mortality specified under Revenue 96-7.

Retirement Age - 55 through 70, with the rate of retirement benefits at each age based upon the table developed by actuary.

NOTE 6 – INCOME TAX STATUS:

The Internal Revenue Service has ruled that the Pension Plan is a qualified Plan under Section 401(a) of the Internal Revenue Code and that the Trust is exempt from income tax under Section 501(a) of the Internal Revenue Code.

The Internal Revenue Service has determined and informed the Plan that the Plan and its related trust qualify for tax-exempt status, and are designed in accordance with the applicable sections of the Internal Revenue Code (“IRC”).

The Plan administrator believes that the Plan is designed and continues to be operated in compliance with the applicable sections of the IRC, and that the Plan and related trust continue to be tax-exempt.

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 that would require provision for income taxes in the accompanying financial statements.

NOTE 7 – RISKS AND UNCERTAINTIES:

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

Plan contributions are made and the actuarial present value of accumulated plan benefits are 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 estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

EIN/PN: 95-4374038 / 001

DASSAULT SYSTEMES AMERICAS CORP. EMPLOYEE RETIREMENT PLAN
SCHEDULE OF 5% REPORTABLE TRANSACTIONS
YEAR ENDED DECEMBER 31, 2013

Asset Description	Buy or Sell Price	Trade Expense	Cost of Asset	Current Value
<i>AQR Managed Futures STR-I</i>				
87,895.88 Units Bought On 05/09/2013	10.54000000	0.00	926,422.58	926,422.58
1,626.522 Units Bought On 12/20/2013	10.40000000	0.00	16,915.83	16,915.83
87,999.221 Units Bought On 07/31/2013	10.17000000	0.00	894,952.08	894,952.08
189.763 Units Bought On 12/20/2013	10.40002500	0.00	1,973.54	1,973.54
				1,840,264.03
<i>Morgan Stanley Bank Deposit</i>				
5,607,873.5 Units Bought In 37 Transactions	100.00000000	0.00	5,607,873.50	5,607,873.50
5,561,969.04 Units Sold In 12 Transactions	100.00000000	0.00	5,561,969.04	5,561,969.04
				11,169,842.54
<i>Northern Instl Diversified Assets-SW</i>				
24,341,698.89 Units Bought In 638 Transactions	100.00000000		24,341,698.89	24,341,698.89
28,692,090.82 Units Sold In 370 Transactions	100.00000000		28,692,090.82	28,692,090.82
				53,033,789.71
<i>Pimco Foreign Bond Fund</i>				
165.426 Units Bought On 07/31/2013	10.06002600	0.00	1,664.19	1,664.19
342.927 Units Bought On 11/29/2013	10.09999200	0.00	3,463.56	3,463.56
337.605 Units Bought On 09/30/2013	10.14999700	0.00	3,426.69	3,426.69
166.66 Units Bought On 06/28/2013	9.84999300	0.00	1,641.60	1,641.60
418.12 Units Bought On 10/31/2013	10.24000200	0.00	4,281.55	4,281.55
87,172.368 Units Bought On 07/31/2013	10.05999900	0.00	876,954.02	876,954.02
361.174 Units Bought On 08/30/2013	9.95999100	0.00	3,597.29	3,597.29
90,382.691 Units Bought On 05/09/2013	10.24999900	0.00	926,422.58	926,422.58
102.166 Units Bought On 05/31/2013	9.99001600	0.00	1,020.64	1,020.64
				1,822,472.12

Asset Description	Buy or Sell Price	Trade Expense	Cost of Asset	Current Value
Morgan Stanley Bank Deposit				
1,855,011.59 Units Bought On 05/07/2013	100.00000000	0.00	1,855,011.59	1,855,011.59
				1,855,011.59
Northern Instl Diversified Assets-SW				
24,341,698.89 Units Bought In 638 Transactions	100.00000000		24,341,698.89	24,341,698.89
28,692,090.82 Units Sold In 370 Transactions	100.00000000		28,692,090.82	28,692,090.82
				53,033,789.71
Skybridge Multi Advisor Series G Hedge Fund				
3,819.214 Units Bought On 10/18/2013	1217.52800400	0.00	4,650,000.00	4,650,000.00
				4,650,000.00
Dean Witter Reynolds Inc				
AQR Managed Futures STR-I				
87,999.221 Units Bought On 07/31/2013	10.17000000	0.00	894,952.08	894,952.08
1,626.522 Units Bought On 12/20/2013	10.40000000	0.00	16,915.83	16,915.83
189.763 Units Bought On 12/20/2013	10.40002500	0.00	1,973.54	1,973.54
87,895.88 Units Bought On 05/09/2013	10.54000000	0.00	926,422.58	926,422.58
				1,840,264.03
Morgan Stanley Bank Deposit				
3,752,861.91 Units Bought In 36 Transactions	100.00000000	0.00	3,752,861.91	3,752,861.91
5,561,969.04 Units Sold In 12 Transactions	100.00000000	0.00	5,561,969.04	5,561,969.04
				9,314,830.95
Pimco Foreign Bond Fund				
165.426 Units Bought On 07/31/2013	10.06002600	0.00	1,664.19	1,664.19
342.927 Units Bought On 11/29/2013	10.09999200	0.00	3,463.56	3,463.56
102.166 Units Bought On 05/31/2013	9.99001600	0.00	1,020.64	1,020.64
87,172.368 Units Bought On 07/31/2013	10.05999900	0.00	876,954.02	876,954.02

EIN/PN: 95-4374038 / 001

		Buy or Sell Price	Trade Expense	Cost of Asset	Current Value
337.605	Units Bought On 09/30/2013	10.14999700	0.00	3,426.69	3,426.69
166.66	Units Bought On 06/28/2013	9.84999300	0.00	1,641.60	1,641.60
361.174	Units Bought On 08/30/2013	9.95999100	0.00	3,597.29	3,597.29
418.12	Units Bought On 10/31/2013	10.24000200	0.00	4,281.55	4,281.55
90,382.691	Units Bought On 05/09/2013	10.24999900	0.00	926,422.58	926,422.58
					1,822,472.12

**DASSAULT SYSTEMES AMERICAS CORP. EMPLOYEE RETIREMENT PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
PLAN YEAR ENDED DECEMBER 31, 2013**

EIN/PN: 95-4374038 / 001

**PLAN SPONSOR: DASSAULT SYSTEMES OF AMERICA, CORP.
PLAN NUMBER: 001
EIN: 95-4374038**

	Description	Market Value
	Money Market Funds	
	Money Market Funds	
*	Morgan Stanley Bank Deposit	45,904.46
	Cusip: 061871901	
	Total Money Market Funds	45,904.46
	Short Term Investment Fund	
	Northern Instl Diversified Assets-SW	4,383,013.03
	Cusip: 665278107	
	U.S. Treasury Obligations	
	U.S. Treasury Bonds & Notes	
	U S Treasury Note .750% 06/15/14	554,598.72
	Cusip: 912828QS2	
	US Treasury N/B 1.375% 09/30/18	493,906.00
	Cusip: 912828RH5	
	US Treasury N/B 2.750% 11/15/42	98,828.13
	Cusip: 912810QY7	
	US Treasury Note 1.125% 12/31/19	472,226.50
	Cusip: 912828UF5	
	US Treasury Notes 2.125% 08/15/21	387,500.00
	Cusip: 912828RC6	
	U.S. Treasury Inflation Index	

Description		
U.S. Treasury TIPS	.625% 07/15/21	552,345.87
Cusip: 912828QV5		
U.S. Treasury TIPS	.500% 04/15/15	214,984.17
Cusip: 912828MY3		
U.S. Treasury TIPS	1.625% 01/15/18	309,228.46
Cusip: 912828HN3		
U.S. Treasury TIPS	1.750% 01/15/28	95,438.07
Cusip: 912810PV4		
U.S. Treasury TIPS	1.8750% 07/15/15	143,109.78
Cusip: 912828EA4		
U.S. Treasury TIPS	3.875% 04/15/29	167,337.85
Cusip: 912810FH6		
US Treasury TIPS	.625% 02/1	81,080.88
Cusip: 912810RA8		

Government Agency Bonds

FHLMC	2.500% 05/27/16	627,955.80
Cusip: 3137EACT4		
FHLMC	3.7500% 03/27/19	604,932.80
Cusip: 3137EACA5		
FNMA	2.375% 07/28/15	577,699.36
Cusip: 31398AU34		

Corporate & Foreign Bonds

Mutual Fund - Fixed Income

Description	Market Value
AQR Managed Futures STR-I Cusip: 00203H859	1,881,963.58
Corp Bonds Domestic	
Ace Ina Holdings 5.7000% 02/15/17 Cusip: 00440EAJ6	106,528.25
American Express 6.1500% 08/28/17 Cusip: 025816AX7	101,524.90
Amgen Inc 2.125% 05/15/17 Cusip: 031162BQ2	95,189.57
Anheuser-Busch 5.375% 01/15/20 Cusip: 03523TAN8	106,732.10
AT&T Inc 6.5500% 02/15/39 Cusip: 00206RAS1	99,906.31
Bank of Montreal 2.375% 01/25/19 Cusip: 06367VHL2	192,441.27
Burlington Northern Santa Fe 3.000% 03/15/23 Cusip: 12189LAM3	189,045.98
Capital One Financial 4.750% 07/15/21 Cusip: 14040HAY1	196,719.57
Caterpillar Inc. 3.900% 05/27/21 Cusip: 149123BV2	103,870.10
Cigna Corp. 4.000% 02/15/22 Cusip: 125509BS7	106,876.25
Citigroup Inc 3.375% 03/01/23 Cusip: 172967GL9	95,051.50
Cme Group Inc 5.7500% 02/15/14 Cusip: 12572QAD7	100,586.20

Description	Market Value
Comcast Corp 5.1500% 03/01/20 Cusip: 20030NBA8	98,170.07
Directv Holdings 3.800% 03/15/22 Cusip: 25459HBF1	201,733.56
Dominion Resources Inc. 4.450% 03/15/21 Cusip: 25746UBL2	100,722.14
Dow Chemical Co 3.000% 11/15/22 Cusip: 260543CH4	195,854.40
Ebay Inc. 4.0000% 07/15/42 Cusip: 278642AF0	99,929.24
Ford Motor Co 4.750% 01/15/43 Cusip: 345370CQ1	105,519.26
General Elec Cap Corp 3.100% 01/09/23 Cusip: 36962G6S8	202,085.45
Goldman Sachs Grp 2.900% 07/19/18 Cusip: 38147MAA3	96,679.03
John Deere Capital Corp 1.850% 09/15/16 Cusip: 24422ERF8	97,261.86
JP Morgan Chase 3.375% 05/01/23 Cusip: 46625HJJ0	195,720.00
Kinder Morgan Ener Part 2.650% 02/01/19 Cusip: 494550BR6	95,924.27
Marathon Oil Corp 2.800% 11/01/22 Cusip: 565849AK2	98,611.95
McKesson Corp. 3.250% 03/01/16 Cusip: 58155QAC7	104,218.50
Merrill Lynch 6.4000% 08/28/17 Cusip: 59018YJ69	109,526.07

Description	Market Value
Metlife Inc V-Q 6.4000% 12/15/36	102,750.00
Cusip: 59156RAP3	
Midamer Ener Hld 6.1250% 04/01/36	99,973.63
Cusip: 59562VAM9	
Oracle Corp 5.7500% 04/15/18	213,780.08
Cusip: 68389XAC9	
Paccar Financial Corp 1.600% 03/15/17	84,877.60
Cusip: 69371RK54	
Private Export Funding Corp 4.375% 03/15/19	165,619.95
Cusip: 742651DG4	
Sempra Energy 2.875% 10/01/22	96,676.13
Cusip: 816851AT6	
Thermo Fisher Scientific 2.250% 08/15/16	107,381.30
Cusip: 883556BA9	
Verizon Communications 2.450% 11/01/22	199,180.13
Cusip: 92343VBJ2	
Wells Fargo & Company 4.600% 04/01/21	191,839.73
Cusip: 94974BEV8	
Total Corp Bonds Domestic	4,558,506.35
Corp Bonds Foreign	
Credit Suisse 5.4000% 01/14/20	105,576.64
Cusip: 22546QAD9	
Royal Bank of Canada 1.150% 03/13/15	25,207.05
Cusip: 78008T2C7	

Municipal Obligations

Description	Market Value
Muni Bonds Taxable	
Chicago Il Wtr 5.720% 12/01/38	85,063.20
Cusip: 167560PL9	
Downer Grove IL 5.800% 12/15/30	50,750.50
Cusip: 260775FM8	
KS St Dept Transn Hwy Rev 4.596% 09/01/35	44,419.95
Cusip: 485424NF8	
Lake County Il 5.9000% 12/15/32	67,507.70
Cusip: 508354RR0	
Lisle ILL PK Dist 5.800% 12/30/31	52,022.50
Cusip: 53655VFL7	
New York Ny Mun Wtr 6.011% 06/15/42	75,203.70
Cusip: 64972FL20	

Common Equity Securities

Common Stock Domestic	
3m Co	59,746.50
Cusip: 88579Y101	
Abaxis Inc	55,576.67
Cusip: 002567105	
Abbott Labs	318,253.99
Cusip: 002824100	
AbbVie Inc	29,679.22
Cusip: 00287Y109	
Advisory Board Company	59,977.14
Cusip: 00762W107	

Description	Market Value
Allergan Inc	299,693.84
Cusip: 018490102	
American Express Co	47,451.79
Cusip: 025816109	
Ansys Inc	63,656.00
Cusip: 03662Q105	
Apple Computer Inc	181,770.48
Cusip: 037833100	
At & T Inc	51,861.00
Cusip: 00206R102	
Athenahealth Inc	118,763.50
Cusip: 04685W103	
Automatic Data Processing Inc	139,378.28
Cusip: 053015103	
Beacon Roofing Supply Inc	99,088.80
Cusip: 073685109	
Bristol Myers Squibb Co	108,053.95
Cusip: 110122108	
Cabot Microelectronics Corp	70,378.00
Cusip: 12709P103	
Cepheid Com	178,520.40
Cusip: 15670R107	
ChannelAdvisor Corp	37,664.13
Cusip: 159179100	
Chemed Corp	76,620.00
Cusip: 16359R103	
Chevron Corporation	111,419.72
Cusip: 166764100	
Chubb Corp	67,254.48
Cusip: 171232101	

Description	Market Value
Citigroup Inc	50,494.59
Cusip: 172967424	
Coca Cola Co	53,703.00
Cusip: 191216100	
ComcAst Corp-Special Cl A	92,726.92
Cusip: 20030N200	
Concur Technologies Inc	99,052.80
Cusip: 206708109	
Conocophillips	42,601.95
Cusip: 20825C104	
CoStar Group Inc.	105,764.34
Cusip: 22160N109	
Dealertrack Hold	83,178.40
Cusip: 242309102	
Deere & Co	70,963.41
Cusip: 244199105	
Dominion Res Inc Va New	75,751.99
Cusip: 25746U109	
Dow Chemical Co	30,724.80
Cusip: 260543103	
Du Pont E I De Nemours & Co	95,895.72
Cusip: 263534109	
Duke Energy Corp	29,260.24
Cusip: 26441C204	
eBay Inc	236,084.10
Cusip: 278642103	
Echo Global Logistics	53,700.00
Cusip: 27875T101	
Exxon Mobil Corp	121,642.40
Cusip: 30231G102	

Description	Market Value
Facebook Inc - A	123,889.28
Cusip: 30303M102	
Factset Research Systems Inc	148,103.12
Cusip: 303075105	
Fastenal Co	197,784.13
Cusip: 311900104	
Fifth Third Bancorp	48,810.63
Cusip: 316773100	
Fiserv Inc	81,489.00
Cusip: 337738108	
Five Below	54,299.89
Cusip: 33829M101	
Gartner Inc Cl A	171,941.00
Cusip: 366651107	
General Elec Co	139,505.31
Cusip: 369604103	
General MIs Inc	33,489.61
Cusip: 370334104	
Gentex Corp	138,021.30
Cusip: 371901109	
Google Inc-Cl A	420,266.25
Cusip: 38259P508	
Grainger W W Inc	170,365.14
Cusip: 384802104	
Home Depot Inc	76,493.86
Cusip: 437076102	
Honeywell Intl Inc	51,349.94
Cusip: 438516106	
Ihs Inc-Class A	139,450.50
Cusip: 451734107	

Description	Market Value
Innerworkings In	52,504.60
Cusip: 45773Y105	
Intel Corp	37,219.47
Cusip: 458140100	
International Business Machines Corp	67,525.20
Cusip: 459200101	
International Paper Co	32,065.62
Cusip: 460146103	
Ipc The Hospital	109,277.60
Cusip: 44984A105	
J P Morgan Chase & Co	150,761.44
Cusip: 46625H100	
Johnson & Johnson	63,105.51
Cusip: 478160104	
Johnson Ctls Inc	33,755.40
Cusip: 478366107	
Kimberly Clark Corp	45,126.72
Cusip: 494368103	
Kinder Morgan Inc	28,548.00
Cusip: 49456B101	
Kinder Morgan Management LLC	81,107.52
Cusip: 49455U100	
Kinder Morgan Mgmt LLC Fractional Units	0.00
Cusip: EKE55U103	
Ladbrokes PLC ADR (Great Britain)	12,160.15
Cusip: 505730101	
Linear Technology Corp	101,804.25
Cusip: 535678106	
Lkq Corp	181,706.70
Cusip: 501889208	

Description	Market Value
Lorillard, Inc	54,683.72
Cusip: 544147101	
M D U Res Group Inc	113,646.00
Cusip: 552690109	
Marathon Oil Corp	33,358.50
Cusip: 565849106	
Marathon Petroleum Corp	42,654.45
Cusip: 56585A102	
Mastercard Inc-A	107,774.34
Cusip: 57636Q104	
Maximus Inc Com	128,212.79
Cusip: 577933104	
Mc Donald's Corporation	80,825.99
Cusip: 580135101	
Meadwestvaco Corp	40,364.49
Cusip: 583334107	
Mednax Inc	81,991.68
Cusip: 58502B106	
Merck & Co Inc	75,425.35
Cusip: 58933Y105	
Metlife Inc	23,239.52
Cusip: 59156R108	
Microsoft Corp	50,091.99
Cusip: 594918104	
Middleby Corp	67,122.72
Cusip: 596278101	
Mobile Mini Inc	74,329.90
Cusip: 60740F105	
Mondelez International Inc	45,078.10
Cusip: 609207105	

Description	Market Value
Motorola Solutions Inc	33,412.50
Cusip: 620076307	
National Instrs Corp	126,959.30
Cusip: 636518102	
Neogen Corp	66,150.75
Cusip: 640491106	
Newmont Mining Corp	14,577.99
Cusip: 651639106	
NextEra Energy	69,951.54
Cusip: 65339F101	
Nike Inc Class B	293,327.20
Cusip: 654106103	
Northeast Utils	33,615.27
Cusip: 664397106	
Northrop Grumman Corp	54,439.75
Cusip: 666807102	
Occidental Pete Corp	61,910.10
Cusip: 674599105	
Oracle Corporation	296,897.60
Cusip: 68389X105	
Patterson Cos Inc	69,834.00
Cusip: 703395103	
Pfizer Inc	72,072.39
Cusip: 717081103	
Philip Morris International	88,524.08
Cusip: 718172109	
Phillips 66	23,139.00
Cusip: 718546104	
Portfolio Recovery Assocs Inc	103,302.20
Cusip: 73640Q105	

Description	Market Value
Praxair Inc	55,002.69
Cusip: 74005P104	
Price T Rowe Group Inc	306,681.97
Cusip: 74144T108	
Procter & Gamble Co	71,559.39
Cusip: 742718109	
Proto Labs Inc	82,070.54
Cusip: 743713109	
Prudential Finl Inc	86,963.46
Cusip: 744320102	
Public Svc Enterprise Group Inc	25,439.76
Cusip: 744573106	
Qualcomm Inc	313,038.00
Cusip: 747525103	
Raytheon Company	94,872.20
Cusip: 755111507	
Rockwood Holding	69,043.20
Cusip: 774415103	
Rollins Inc	60,731.45
Cusip: 775711104	
Roper Inds Inc New	122,038.40
Cusip: 776696106	
Sempra Energy	36,801.60
Cusip: 816851109	
Semtech Corp	68,129.60
Cusip: 816850101	
Starbucks Corp	267,780.24
Cusip: 855244109	
Stericycle Inc	120,235.95
Cusip: 858912108	

Description	Market Value
Suntrust Banks Inc	58,417.47
Cusip: 867914103	
Techne Corp	87,569.75
Cusip: 878377100	
Tjx Cos Inc	93,109.53
Cusip: 872540109	
Travelers Companies Inc	107,652.06
Cusip: 89417E109	
Tupperware Brands Corporation	63,807.75
Cusip: 899896104	
Ultimate Software Group Inc	160,881.00
Cusip: 90385D107	
United Nat Foods Inc	124,016.55
Cusip: 911163103	
United Parcel Service Cl B	49,492.68
Cusip: 911312106	
United Technologies Corp	101,964.80
Cusip: 913017109	
US Bancorp New	62,902.80
Cusip: 902973304	
V F Corp	79,047.12
Cusip: 918204108	
Verizon Communications	109,090.80
Cusip: 92343V104	
Visa Inc-Class A	350,498.32
Cusip: 92826C839	
Wal Mart Stores Inc	49,417.32
Cusip: 931142103	
Wells Fargo & Co New	121,172.60
Cusip: 949746101	

Description	Market Value
Weyerhaeuser Co Cusip: 962166104	54,521.39
Common Stock Foreign	
Accenture Plc Cl A Cusip: G1151C101	236,875.82
Ace Limited Cusip: H0023R105	36,856.68
Akbank T.A.S-Adr Cusip: 009719501	32,650.17
Ambev SA ADR (Brazil) Cusip: 02319V103	36,933.75
Anheuser-Busch Inbev Spons Adr Cusip: 03524A108	63,663.08
Assa Abloy Un spons Adr Cusip: 045387107	41,346.82
Associated British Foods PLC Cusip: 045519402	26,403.13
Astra International ADR (Indonesia) Cusip: 69367X109	24,629.70
Atlantia S.P.A-Unssponsored ADR Cusip: 048173108	38,239.85
Baidu Inc Spons Adr Cusip: 056752108	61,012.84
Banco Do Brasil Spons Adr Cusip: 059578104	63,811.99
Banco Macro Sa-Adr Cusip: 05961W105	31,332.57
Bayer A Gadrmodel Cusip: 072730302	64,902.31

Description	Market Value
Bayerische Motoren Werke Unspns Adr Cusip: 072743206	50,024.37
Bg Group Plc-Spon Adr Cusip: 055434203	27,485.71
Bhp Billiton Ltd Adr Cusip: 088606108	101,890.80
Bidvest Group LTD-SPONS ADR Cusip: 088836309	40,532.74
Bnp Paribas Adr Cusip: 05565A202	57,764.70
British Amern Tob Plc Spns Adr Cusip: 110448107	41,571.54
Carlsberg AS-B-SPON ADR Cusip: 142795202	20,856.61
China Constr Bk Corp Unspns Adr Cusip: 168919108	74,798.65
China Mobile Limited Spons Adr Cusip: 16941M109	57,728.16
Cie Financiere Rich Unspns Adr Cusip: 204319107	23,604.07
Cielo SA-Sponsored ADR Cusip: 171778202	60,634.16
Clicks Group Ltd ADR (South Africa) Cusip: 18682W205	37,660.59
Cnooc Ltd-Adr Cusip: 126132109	35,843.06
Commercial Intl Bk Adr Cusip: 201712304	32,314.52
Daikin Industries-Unspon ADR Cusip: 23381B106	31,907.15

Description	Market Value
Daiwa House Unspns Adr	38,335.95
Cusip: 234062206	
Diageo Plc Adr	89,913.18
Cusip: 25243Q205	
Enbridge Incorporated	54,381.60
Cusip: 29250N105	
Eni S P A Spon Adr	24,002.55
Cusip: 26874R108	
Euro Aero Def & Space Unspns Adr	32,414.53
Cusip: 29875W100	
Experian Group Ltd Spons Adr	13,339.86
Cusip: 30215C101	
Fresenius Se & Co-Spn ADR	14,282.17
Cusip: 35804M105	
Gazprom Spon Adr	54,630.06
Cusip: 368287207	
Grupo Televisa Sa De Cv	33,195.22
Cusip: 40049J206	
Hsbc Hldgs Plc Sponsored Adr New	51,491.42
Cusip: 404280406	
Imperial Holdings Spons Adr	35,207.17
Cusip: 452833205	
Informa PLC-SP ADR	37,576.66
Cusip: 45672B206	
Kb Financial Group Inc Spons Adr	56,632.98
Cusip: 48241A105	
Kddi Corp Unspns Adr	25,238.62
Cusip: 48667L106	
Kimberly-Clark De Mexico S.A.B Adr	56,623.20
Cusip: 494386204	

Description	Market Value
Koc Holding As Unspns Adr Cusip: 49989A109	45,955.77
Komatsu Ltd Cusip: 500458401	20,941.96
Lixil Group Corp-Unspn ADR Cusip: 53931R103	32,257.33
Lloyds Banking Group Plc-Spons Adr Cusip: 539439109	43,219.68
Makita Corp-Spons Adr Cusip: 560877300	33,822.17
Mediolanum SPA ADR (Italy) Cusip: 58502L104	29,203.05
Mobile Telesystems-Sp Adr Cusip: 607409109	66,750.18
Nedbank Group Ltd-Spons Adr Cusip: 63975K104	40,902.20
Netease Com Inc Spons Adr Cusip: 64110W102	52,740.60
Novartis Ag Sponsored Adr Cusip: 66987V109	74,512.26
Novo-Nordisk A S Spons Adr Cusip: 670100205	60,970.80
Oil Co Lukoil Spons Adr Cusip: 677862104	29,049.88
Oriflame Cosmetics Cusip: 686194200	33,133.99
Perrigo Co LTD Cusip: G97822103	85,170.30
Perusahaan Perseroan Persero Adr Cusip: 715684106	43,306.80

Description	Market Value
Petroleum Geo Svcs Spons Adr Cusip: 716599105	14,603.60
Philippine Long Distance Cusip: 718252604	43,798.32
PPC Ltd- Unspn ADR Cusip: 69354A104	18,833.12
Prudential Plc-Adr Cusip: 74435K204	74,520.00
Pt Bank Mandiri Unspns Adr Cusip: 69367U105	43,365.37
Pt Utd Tractors Unspns Adr Cusip: 69367T108	25,603.93
PTT Exploration & PR-SP ADR Cusip: 69364V106	21,514.27
Red Electrica Cor-Unspns Adr Cusip: 756568101	34,871.89
Rexam PLC - Sponsored ADR Cusip: 761655505	44,371.62
Ritchie Bros Auctioneers Inc Cusip: 767744105	128,866.60
Rogers Communications-CI B Cusip: 775109200	25,792.50
Royal Dutch-Adr A Cusip: 780259206	35,706.27
Ryanair Hldgs Plc Spons-Adr Cusip: 783513104	30,504.50
Sampo Oyj-A SHS-Unsp ADR Cusip: 79588J102	43,165.94
Sands China Ltd Cusip: 80007R105	52,943.16

Description	Market Value
Sanlam Ltd Spons Adr	36,268.49
Cusip: 80104Q208	
Sanofi-Aventis Adr	50,197.68
Cusip: 80105N105	
Sap Aktiengesellschaft Spns Adr	63,176.50
Cusip: 803054204	
Sberbank-Sponsor ADR	69,409.03
Cusip: 80585Y308	
Schlumberger Ltd	43,523.13
Cusip: 806857108	
Semen Gesik ADR	17,975.26
Cusip: 69367J100	
Seven & I Holdings-Unspons Adr	44,701.20
Cusip: 81783H105	
Shinhan Financial Group Adr	65,442.40
Cusip: 824596100	
Shoprite Holdings Spn ADR	29,280.83
Cusip: 82510E209	
Signet Jewelers Ltd	27,781.10
Cusip: G81276100	
Standard Bank Group ADR (South Africa)	28,889.73
Cusip: 853118206	
Sumitomo Mitsui Trust Holdings ADR (Japan)	19,217.70
Cusip: 86562X106	
Sumitomo Mitsui-Spons ADR	64,051.94
Cusip: 86562M209	
Swatch Group AG/THE - UNSP ADR	22,801.83
Cusip: 870123106	
Swedbank AB-ADR	25,729.89
Cusip: 870195104	

Description	Market Value
Taiwan Semiconductor Spons Adr Cusip: 874039100	59,941.28
Tiger Brands Ltd Spons Adr Cusip: 88673M201	24,772.00
Toronto Dominion Bank Cusip: 891160509	42,690.72
Total S.A. Spon Adr Cusip: 89151E109	60,228.41
Tullow Oil Plc Unspons Adr Cusip: 899415202	13,006.88
Turkcell Iletisim Hizmetlerispon Adr Cusip: 900111204	33,428.40
Unilever N V -Ny Shares Cusip: 904784709	51,172.56
Unilever Plc Cusip: 904767704	42,806.80
Vale S.A. Adr Cusip: 91912E204	29,827.29
Valeo Sa-Spons Adr Cusip: 919134304	44,829.85
Vodacom Group Ltd ADR (South Africa) Cusip: 92858D200	25,472.99
Weichai Power Co ADR (China) Cusip: 948597109	35,450.52
Wolseley PLC ADR (Jersey) Cusip: 977868306	29,350.55
Woolworths Holdings Ltd Cusip: 98088R505	33,712.32
Wynn Macau LTD-Unspon ADR Cusip: 98313R106	63,556.73

EIN/PN: 95-4374038 / 001
Market Value

Description	
Yahoo Japan Corp Unspons Adr	42,790.25
Cusip: 98433V102	
YPF S.A. -Sponsored ADR	75,544.32
Cusip: 984245100	
Real Estate Investment Trusts	
American Tower REIT Inc	15,644.72
Cusip: 03027X100	
Closed End Fixed Inc-Non-Tax	
Mutual Fund Int'l Fixed Income	
Allianz Gobal Investors Fixed Inc R	751,700.95
Cusip: 01882B403	
Pimco Foreign Bond Fund	1,805,147.31
Cusip: 72201M776	
Other Assets	
Hedge Funds	
Skybridge Multi Advisor Series G Hedge Fund	4,878,091.08
Cusip: SBMAHFSG4	
Total	\$41,210,527.26

* Indicates party-in-interest to the plan

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment 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.

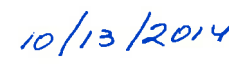
A Name of plan Dassault Systemes Americas Corp. Employee Retirement Plan	B Three-digit plan number (PN) ► 002
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Dassault Systemes Americas Corp.	D Employer Identification Number (EIN) 51-0379588
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2013</u>	
2 Assets:	
a Market value	2a 38,749,317
b Actuarial value	2b 38,625,261
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a 67 10,042,847
b For terminated vested participants.....	3b 330 12,616,510
c For active participants:	
(1) Non-vested benefits	3c(1) 517,835
(2) Vested benefits	3c(2) 11,953,201
(3) Total active.....	3c(3) 226 12,471,036
d Total.....	3d 623 35,130,393
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 6.44 %
6 Target normal cost	6 250,000

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	 Loida R. A. Mosher Signature of actuary	 Date 14-06037
	Type or print name of actuary Towers Watson Delaware Inc. Firm name	Most recent enrollment number (310) 551-5600 Telephone number (including area code)
	1925 Century Park East Suite 1500 Los Angeles CA 90067 Address of the firm	

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

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

Schedule SB (Form 5500) 2013
v. 130118

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)	0	2,912,334
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	2,912,334
10	Interest on line 9 using prior year's actual return of <u>10.12</u> %		294,728
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		3,298,088
	b Interest on (a) using prior year's effective interest rate of <u>7.16</u> % except as otherwise provided (see instructions)		236,143
	c Total available at beginning of current plan year to add to prefunding balance		3,534,231
	d Portion of (c) to be added to prefunding balance		3,534,231
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	6,741,293

Part III Funding Percentages			
14	Funding target attainment percentage	14	90.75 %
15	Adjusted funding target attainment percentage	15	109.94 %
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	100.80 %
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
09/12/2014	4,000,000				
Totals ►			18(b)	4,000,000	18(c)
					0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	3,597,966

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No

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

c If line 20a is "Yes," see instructions and complete the following table as applicable:

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

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

21 Discount rate:				
a Segment rates:	1st segment: 4.94 %	2nd segment: 6.15 %	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 3
22 Weighted average retirement age				22 62
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	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	
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	250,000	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	0	0	
b Waiver amortization installment		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	0	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..	34	250,000	
	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	250,000	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	3,597,966	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	3,347,966	
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 SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Dassault Systemes Americas Corp.
EIN/PN	51-0379588/002
Plan Name	Dassault Systemes Americas Corp. Employee Retirement Plan
Valuation Date	January 1, 2013
Enrolled Actuary	Loida Mosher
Enrollment Number	14-06037

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22 Description of Weighted Average Retirement Age as of January 1, 2013

See Schedule SB, Part V Statement of Actuarial Assumptions/Methods for retirement rates. The average retirement age for Line 22 was calculated by determining the average age at retirement for those current active participants expected to reach retirement, based on all current decrements assumed.

(A) Retirement Age	(B) Probability of Active Participant Attaining Retirement Age (A) *	(C) Probability of Retirement at Age (A) Given that Active Participant Attains Retirement Age (A).	(D) (A) x (B) x (C)
55	1.000	0.070	3.850
56	0.930	0.050	2.604
57	0.884	0.040	2.014
58	0.848	0.050	2.460
59	0.806	0.060	2.852
60	0.757	0.075	3.408
61	0.701	0.085	3.633
62	0.641	0.200	7.949
63	0.513	0.180	5.816
64	0.421	0.175	4.710
65	0.347	0.400	9.020
66	0.208	0.250	3.435
67	0.156	0.250	2.615
68	0.117	0.250	1.991
69	0.088	0.250	1.515
70	0.066	1.000	4.610

Active Participants Weighted Average Retirement Age: 62.482

* No decrements other than retirement are assumed to be in effect.

Plan Name: Dassault Systemes Americas Corp. Employee Retirement Plan
EIN / PN: 51-0379588 / 002
Plan Sponsor: Dassault Systemes Americas Corp.
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 24 Change in Assumption

- The expected rate of earnings for purposes of the actuarial value of assets changed from 8.00% in the 2012 plan year to 6.00% in the 2013 plan year. Expected earnings are limited as described in IRS Notice 2009-22.
- The assumed plan-related expenses added to the target normal cost was changed from \$200,000 for 2012 to \$250,000 for 2013.

Plan Name: Dassault Systemes Americas Corp. Employee Retirement Plan
EIN / PN: 51-0379588 / 002
Plan Sponsor: Dassault Systemes Americas Corp.
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26

Schedule of Active Participant Data for Frozen Plans as of January 1, 2013

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 & Over	
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	0		0		0		0		0		0		0		0		0		0	
25 - 29	0		4		2		0		0		0		0		0		0		0	
30 - 34	0		6		11		1		0		0		0		0		0		0	
35 - 39	0		8		21		7		1		0		0		0		0		0	
40 - 44	0		7		17		9		2		0		0		0		0		0	
45 - 49	0		17		13		13		1		1		3		0		0		0	
50 - 54	0		5		14		2		3		4		7		8		0		0	
55 - 59	0		4		11		4		1		1		1		0		0		0	
60 - 64	0		2		2		5		0		1		0		1		0		0	
65 - 69	0		2		0		1		0		2		0		0		0		1	
70 & Over	0		0		0		0		0		0		0		0		0		0	

Plan Name: Dassault Systemes Americas Corp. Employee Retirement Plan
 EIN / PN: 51-0379588 / 002
 Plan Sponsor: Dassault Systemes Americas Corp.
 Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions/Methods

Interest rate basis:

- Applicable month October
- Interest rate basis 3-Segment Rates

Interest rates:

	Reflecting Corridors	Not Reflecting Corridors
● First segment rate	4.94%	1.72%
● Second segment rate	6.15%	4.58%
● Third segment rate	6.76%	5.67%
● Effective interest rate	6.44%	5.14%

Assumed cost of living adjustments

None.

Inclusion date

The valuation date coincident with or next following the date on which the employee becomes a participant.

Administrative expenses

The amount included this year for the plan-related expenses is \$250,000. The assumed plan related expenses for 2013 is equal to the prior year's administrative fees, rounded to the nearest \$50,000.

Plan Name: Dassault Systemes Americas Corp. Employee Retirement Plan
EIN / PN: 51-0379588 / 002
Plan Sponsor: Dassault Systemes Americas Corp.
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Mortality

For non-disabled participants: The prescribed mortality assumption under Section 430(h)(3)(A) of the Internal Revenue Code using static tables with separate mortality rates for annuitants and non-annuitants.

For disabled participants: Mortality specified under Revenue Ruling 96-7.

Retirement

For purposes of determining the Funding Target and Target Normal Cost (both disregarding at-risk assumptions), the rates at which participants retire by age are shown below.

Age	Annual Rate of Retirement
55	7.0%
56	5.0
57	4.0
58	5.0
59	6.0
60	7.5
61	8.5
62	20.0
63	18.0
64	17.5
65	40.0
66	25.0
67	25.0
68	25.0
69	25.0
70	100.0

Disability rates (per 100 employees)

Sample rates at which participants become disabled are shown below:

Percentage becoming disabled during the year	
Age	Annual Rate of Disability
30	.0118%
40	.0219
50	.0710
60	.3184

Plan Name: Dassault Systemes Americas Corp. Employee Retirement Plan
EIN / PN: 51-0379588 / 002
Plan Sponsor: Dassault Systemes Americas Corp.
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Compensation increases

Not Applicable.

Future increases in social security

Not applicable.

Future increases in maximum benefits and plan compensation limitations

Accrued benefits projected to be paid in future years are limited to the maximum presently allowed under IRC §415. Plan compensation is limited to the maximum presently allowed under IRC §401(a)(17). No provision is made for future increases in the maximum annual benefit or compensation limit.

Representative termination rates (per 100 employees) not due to disability, retirement or mortality

Participants with less than 10 years of service	
Age	Annual Rate of Termination
20	15.10%
25	14.00
30	13.00
35	11.60
40	10.30
45	9.00
50	7.90
55 and over	0.00

Participants with 10 or more years of service	
Age	Annual Rate of Termination
All ages under 55	2.00%
55 and over	0.00%

Form of payment

Benefits are assumed to be paid in the normal form.

Plan Name: Dassault Systemes Americas Corp. Employee Retirement Plan
EIN / PN: 51-0379588 / 002
Plan Sponsor: Dassault Systemes Americas Corp.
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Marriage

For purposes of valuing the pre-retirement surviving spouse's benefit, 80% of eligible participants are assumed to be married and male spouses are assumed to be 3 years older than female spouses.

Employees

It was assumed there will be no new or rehired employees.

Plan compensation

The rate of base compensation as of March 1 of the plan year.

Timing of benefit payments

Annuity payments are payable monthly at the beginning of the month and lump sum payments are payable on date of decrement.

Valuation date

First day of plan year.

Funding target

Present value of accrued benefits.

Target normal cost

Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during plan year.

Plan Name: Dassault Systemes Americas Corp. Employee Retirement Plan
EIN / PN: 51-0379588 / 002
Plan Sponsor: Dassault Systemes Americas Corp.
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Actuarial value of assets

Average of the fair market value of assets on the valuation date and the dates 12 and 24 months before the valuation date, adjusted for contributions, benefits, administrative expenses and expected earnings of 8.00% for the 2011 and 2012 plan years (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the prior plan year.)

The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets.

Participant data

Employee data was supplied electronically as of the valuation date.

Benefits not valued

All benefits described in the Plan Provisions section of this report were valued based on discussions with Dassault Systemes Americas Corp. regarding the likelihood that these benefits will be paid. Towers Watson has reviewed the plan provisions with Dassault Systemes Americas Corp. and, based on that review, is not aware of any significant benefits required to be valued that were not.

Changes in assumptions and methods since last actuarial valuation

The following changes in assumptions and methods were made as part of this valuation:

- The required mortality table used to calculate the funding target, target normal cost, and present value of accumulated benefits under ASC 960 were updated to include one additional year of projected mortality improvement.
- The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of October 2011 to October 2012 and reflect the rate corridors of MAP-21. The segment rates used to determine minimum funding requirements and benefit restrictions were revised by applying the corridors of MAP-21, but, as required by MAP-21, such rates have not been reflected in Section 2.5: Calculation of estimated maximum deductible contribution.
- The assumed plan-related expenses added to the target normal cost were changed from \$200,000 for 2012 to \$250,000 for 2013. The assumed plan related expenses for 2013 is equal to the prior year's administrative fees, rounded to the nearest \$50,000.

Plan Name: Dassault Systemes Americas Corp. Employee Retirement Plan
EIN / PN: 51-0379588 / 002
Plan Sponsor: Dassault Systemes Americas Corp.
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions

Plan sponsor

Dassault Systemes Americas Corp.

Plan

Dassault Systemes Americas Corp. Employee Retirement Plan

EIN: 51-0379588/002

Effective date

The plan was originally effective June 29, 1992. The most recent amendment was effective January 1, 2012.

Plan year

The twelve-month period ending December 31.

Coverage and participation

All employees are eligible and participate on the later of the effective date of the plan or date of hire. The plan was amended effective January 1, 2009 to provide that employees hired or rehired after December 31, 2008 shall not commence or recommence participation in the Plan. Further the plan was amended to freeze benefit accruals for all participants effective December 31, 2011.

Plan Name:	Dassault Systemes Americas Corp. Employee Retirement Plan
EIN / PN:	51-0379588 / 002
Plan Sponsor:	Dassault Systemes Americas Corp.
Valuation Date:	January 1, 2013

SCHEDULE SB ATTACHMENTS

Credited service

- Prior to January 1, 1991

Credited Service as recognized by the Lockheed Retirement Plan for Certain Salaried Employees.

- On and After January 1, 1991

One year of Credited Service per each plan year in which a member has forty-five or more weeks of service.

Credited Service includes service with Dassault Systemes Services.

Credited Service accruals were frozen for all participants effective December 31, 2011.

Final average compensation

The average of the five highest consecutive years of compensation of a participant out of the last ten years, or the average of the entire period of participation, if less than five years. Effective December 31, 2011, final average compensation is frozen.

Excess pay

Final Average Pay less \$15,600, but not less than \$8,480.68. Effective December 31, 2011, excess pay is frozen.

Compensation

The rate of base compensation including 401(k) deferrals, but excluding overtime, bonus, and commissions. Compensation limits are not applicable due to the plan freeze effective December 31, 2011.

Plan Name:	Dassault Systemes Americas Corp. Employee Retirement Plan
EIN / PN:	51-0379588 / 002
Plan Sponsor:	Dassault Systemes Americas Corp.
Valuation Date:	January 1, 2013

SCHEDULE SB ATTACHMENTS

Normal retirement benefit

Eligibility: The later of age 65 and completion of five years of service.

Benefit: For each year of Credited Service (not greater than 35) through December 25, 1984, \$195 plus 1.5% of Excess Pay

PLUS

For each year of Credited Service after December 25, 1984 (not greater than 40 less credited service up to December 25, 1984), 1% of Final Average Pay.

Normal retirement benefits for those employees who transferred from Dassault Systemes Services (DSS) are reduced by the accrued benefits earned while covered by the DSS plan.

Normal retirement benefits for those employees of Enovia Corporation who transferred their accrued benefits from the IBM Retirement Plan (IBM) are not less than their accrued benefits earned as of April 1, 1998 under the IBM plan.

Normal retirement benefits are frozen effective December 31, 2011.

Late retirement

The Normal Retirement Benefit accrued to Late Retirement Date.

Early retirement benefit

Eligibility: Age 55 with 10 years of service.

Benefit: Accrued Normal Retirement Benefit, reduced by the smaller of (i) 2.5% for each year before age 65, or (ii) 2.5% for each "point" under 85. The number of points earned is equal to the sum of years and months of participant's age and Credited Service since the last Break in Service. No reduction for 85 or more points if at least age 55. Credited Service is frozen effective December 31, 2011.

Plan Name:	Dassault Systemes Americas Corp. Employee Retirement Plan
EIN / PN:	51-0379588 / 002
Plan Sponsor:	Dassault Systemes Americas Corp.
Valuation Date:	January 1, 2013

SCHEDULE SB ATTACHMENTS

Disability benefit

Eligibility: Ten years of continuous service, is totally and permanently disabled, and has not reached age 65.

Benefit: Accrued Normal Retirement Benefit based on Final Average Pay and Credited Service to date of disablement, reduced by excess of (i) sum of retirement benefits and worker's compensation payments over (ii) 60% of monthly pay at disablement. The benefit is payable while disabled until Normal Retirement Age. At age 65, Normal Retirement Benefit is payable, subject to adjustment for optional annuity factors at that age.

Effective December 31, 2011, no member shall accrual additional Continuous Service or Credited Service for purposes of calculating disability benefits.

Vested benefits upon termination of service

Vesting:	<u>Years of Service</u>	<u>Percent Vested</u>
	Less than 5	0%
	5 or more	100%

Participants are 100% vested at their normal retirement date.

Termination Benefit: Accrued Normal Retirement Benefit, multiplied by vesting percentage, payable without reduction if deferred until age 65. Participant may elect an actuarial reduced benefit payable as early as age 55.

Special termination benefit

Eligibility: Earlier of (i) age 50 with 20 years of service or (i) 25 years of service.

Benefit: Accrued Normal Retirement Benefit, reduced for early commencement (but not before age 55) by the smaller of (i) 2.5% for each year before age 65 or (ii) 2.5% for each "point" under 85. The number of points is equal to the sum of years and months of the participant's age at benefit commencement and his Credited Service since his last Break in Service.

Credited Service is frozen effective December 31, 2011.

Plan Name: Dassault Systemes Americas Corp. Employee Retirement Plan
EIN / PN: 51-0379588 / 002
Plan Sponsor: Dassault Systemes Americas Corp.
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Pre-retirement death benefit

Eligibility: The surviving spouse of a participant who dies after becoming 100% vested is eligible for a pre-retirement death benefit.

Benefit: Married participant entitled to death benefit payable to spouse upon death while vested, but before benefits commence. Benefit is the amount the surviving spouse would have received under a 50% Joint and Survivor annuity if the participant had retired on the date before his or her death, or at age 55, if later.

Post-retirement death benefit

Upon the death of any member of the plan who is currently receiving monthly benefits, a one-time lump sum payment of \$5,000 shall be paid to the designated beneficiary.

Normal form of benefit

Life annuity for single participant. 50% Joint and Survivor annuity for married participant.

Optional forms of retirement income in lieu of normal form

66 2/3%, 75%, 100% Joint and Survivor; 10 years certain and life, Social Security level income. Lump sums under \$1,000 are automatically paid by the plan, and the participants may elect lump sums up to \$5,000.

Optional forms of payment are calculated according to actuarial equivalence factors shown on Appendix A of the plan document. Lump sums and social security level income forms of payment are calculated according to Section 417(e) of the Internal Revenue Code.

Plan participants' contributions

None.

Plan Name: Dassault Systemes Americas Corp. Employee Retirement Plan
EIN / PN: 51-0379588 / 002
Plan Sponsor: Dassault Systemes Americas Corp.
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Maximum on benefits and pay

All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective. Increases in the dollar limits are assumed for determining pension cost but not for determining contributions.

Future plan changes

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

Changes in plan provisions since last actuarial valuation

None.

Plan Name: Dassault Systemes Americas Corp. Employee Retirement Plan
EIN / PN: 51-0379588 / 002
Plan Sponsor: Dassault Systemes Americas Corp.
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

**The Required SB Attachment is located in the
Actuary Statement File**

SCHEDULE SB ATTACHMENTS

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Actuary Statement File**

SCHEDULE H ATTACHMENTS

The required Information is included in the
Accountants Opinion attachment

SCHEDULE H ATTACHMENTS

The required Information is included in the
Accountants Opinion attachment