Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2014

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [X] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
ENVIRONMENTAL SYSTEMS RESEARCH INSTITUTE, INC. 401(K) INVESTMENT AND PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1980

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)
ESRI 401K PROFIT SHARING PLAN

P.O. BOX 7661
REDLANDS, CA 92375-0661

380 NEW YORK STREET
REDLANDS, CA 92373

2b Employer Identification Number (EIN)
95-2775732

2c Plan Sponsor's telephone number
909-793-2853

2d Business code (see instructions)
541519

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.	10/09/2015	LAURA DANGERMOND
	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 [X] Same as Plan Sponsor	**3b**	Administrator's EIN
		3c	Administrator's telephone number
4	If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b**	EIN
a	Sponsor's name	**4c**	PN

5	Total number of participants at the beginning of the plan year	**5**	3932
6	Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1)	Total number of active participants at the beginning of the plan year	**6a(1)**	3057
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	3198
b	Retired or separated participants receiving benefits	**6b**	2
c	Other retired or separated participants entitled to future benefits	**6c**	784
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	3984
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	
f	Total. Add lines **6d** and **6e**.	**6f**	3984
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	3907
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	67
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 3D 3H

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

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

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

a Pension Schedules

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

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) .....…… ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ……..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2014

This Form is Open to Public Inspection

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
ENVIRONMENTAL SYSTEMS RESEARCH INSTITUTE, INC. 401(K) INVESTMENT AND PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ESRI 401K PROFIT SHARING PLAN

D Employer Identification Number (EIN)
95-2775732

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
06-1050034	93629	032584	0	01/01/2014	06/04/2014

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
0	0		

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	0
5	Current value of plan's interest under this contract in separate accounts at year end	5	0

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☒ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			7b	133455450
c	Additions: (1) Contributions deposited during the year	7c(1)	6189403		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	1167392		
	(4) Transferred from separate account	7c(4)	12475568		
	(5) Other (specify below)	7c(5)	671183		
	▶ LOAN REPAYMENTS, TRANSFERS IN, MISCL.				
	(6)Total additions			7c(6)	20503546
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	153958996
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	141549310		
	(2) Administration charge made by carrier	7e(2)	816		
	(3) Transferred to separate account	7e(3)	6976075		
	(4) Other (specify below)	7e(4)	5432795		
	▶ LOANS, TRANSFERS OUT, MISCL. FORFEITURE DEBITS				
	(5) Total deductions			7e(5)	153958996
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	0

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	0
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	0
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	0
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2014** **This Form is Open to Public Inspection.**

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
ENVIRONMENTAL SYSTEMS RESEARCH INSTITUTE, INC. 401(K) INVESTMENT AND PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ESRI 401K PROFIT SHARING PLAN

D Employer Identification Number (EIN)
95-2775732

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

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

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

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

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

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

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

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

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

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

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

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

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

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

MERCER

13-2834414

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16	CONSULTANT	125000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65 71	RECORDKEEPER	73743	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DODGE & COX INCOME - BOSTON FINANC	P.O. BOX 8480 BOSTON, MA 02266	0.08%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DODGE & COX STOCK - BOSTON FINANCI	P.O. BOX 8480 BOSTON, MA 02266	0.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WFA DISCOVERY INST - BOSTON FINANC	330 W. 9TH STREET KANSAS CITY, MO 64105	0.15%

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2014

This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
ENVIRONMENTAL SYSTEMS RESEARCH INSTITUTE, INC. 401(K) INVESTMENT AND PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
ESRI 401K PROFIT SHARING PLAN

D Employer Identification Number (EIN)
95-2775732

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO STABLE VALUE E

b Name of sponsor of entity listed in (a): WELLS FARGO BANK N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
52-2250951-001	C	102772490

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RET. 2025 TRUST II

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST CO.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
90-6083980-001	C	40464620

a Name of MTIA, CCT, PSA, or 103-12 IE: AJO FUNDS LARGE CAP VALUE

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-129	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: AQR FUNDS INTERNATIONAL BLEND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-125	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: ARTISAN FUND MID CAP GROWTH

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-185	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: ARTISAN FUNDS INTL GROWTH FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-259	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: COOKE & BIE MID CAP VALUE

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-411	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: FRANKLIN TEMPLETON FOREIGN STRATEGY

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-080	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: LSV ASSET MANAGEMENT LARGE CAP VAL.

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-318	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-261	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: OFI ASSET MGMT GLOBAL STRATEGY S.A.

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-308	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRUDENTIAL CORE BOND ENHANCED INDEX

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-036	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: QUANTITATIVE MGMT DRYDEN S&P 500

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-123	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE GROWTH STOCK STR II

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-435	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: THE BOSTON CO. SMALL CAP VALUE

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-410	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: TIMES SQUARE SMALL CAP GROWTH

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-132	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: WELLINGTON MGMT BALANCED I FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-286	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO SMALL CAP VALUE S.A.			
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.			
c EIN-PN 06-1050034-269	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	0
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RET. 2015 TRUST II			
b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST CO.			
c EIN-PN 90-6083984-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	9189533
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RET. 2050 TRUST II			
b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST CO.			
c EIN-PN 90-6083970-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	13576322
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RET. 2020 TRUST II			
b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST CO.			
c EIN-PN 90-6083982-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	20145889
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RET. 2030 TRUST II			
b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST CO.			
c EIN-PN 90-6083978-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	47246367
a Name of MTIA, CCT, PSA, or 103-12 IE: VANG. TARGET RET. INCOME TRUST II			
b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST CO.			
c EIN-PN 90-6083967-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	2446730
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RET. 2040 TRUST II			
b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST CO.			
c EIN-PN 90-6083974-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	44401749
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RET. 2055 TRUST II			
b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST CO.			
c EIN-PN 27-6715091-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	2849513
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RET. 2010 TRUST II			
b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST CO.			
c EIN-PN 90-6083954-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	3185821
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RET. 2045 TRUST II			
b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST CO.			
c EIN-PN 90-6083972-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	35720033

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RET. 2035 TRUST II

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST CO.

c EIN-PN 90-6083976-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 43442829

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RET. 2060 TRUST II

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST CO.

c EIN-PN 45-3799419-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 699183

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2014

This Form is Open to Public Inspection

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
ENVIRONMENTAL SYSTEMS RESEARCH INSTITUTE, INC. 401(K) INVESTMENT AND PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ESRI 401K PROFIT SHARING PLAN

D Employer Identification Number (EIN)
95-2775732

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	0	105
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	15370244	15232879
(2) Participant contributions	1b(2)	1265750	1314386
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	2928033
(2) U.S. Government securities	1c(2)	0	54339
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	4326
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	5301781
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	11431090	12248034
(9) Value of interest in common/collective trusts	1c(9)	0	366141079
(10) Value of interest in pooled separate accounts	1c(10)	497079734	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	15404002	322805933
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	133455450	
(15) Other	1c(15)	0	-1504

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	0	0
	(2) Employer real property	1d(2)	0	0
e	Buildings and other property used in plan operation	1e	0	0
f	Total assets (add all amounts in lines 1a through 1e)	1f	674006270	726029391
	Liabilities			
g	Benefit claims payable	1g	0	0
h	Operating payables	1h	0	0
i	Acquisition indebtedness	1i	0	0
j	Other liabilities	1j	0	3
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	3
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	674006270	726029388

Part II Income and Expense Statement

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

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	23739833	
	(B) Participants	2a(1)(B)	27261449	
	(C) Others (including rollovers)	2a(1)(C)	1729932	
	(2) Noncash contributions	2a(2)	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		52731214
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	-434	
	(B) U.S. Government securities	2b(1)(B)	1288	
	(C) Corporate debt instruments	2b(1)(C)	104	
	(D) Loans (other than to participants)	2b(1)(D)	0	
	(E) Participant loans	2b(1)(E)	540001	
	(F) Other	2b(1)(F)	1167392	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		1708351
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
	(B) Common stock	2b(2)(B)	23834	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	12810580	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		12834414
	(3) Rents	2b(3)		0
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	6126543	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	6126226	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		317
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
	(B) Other	2b(5)(B)	235411	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		235411

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		8071210
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		8680219
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		84261136
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	31872173	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		31872173
f Corrective distributions (see instructions)	2f		831
g Certain deemed distributions of participant loans (see instructions)	2g		150040
h Interest expense	2h		4100
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	210874	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		210874
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		32238018
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		52023118
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: AHERN ADCOCK DEVLIN, LLP **(2)** EIN: 33-0919055

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a	X		1328234
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m	X		
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n	X		

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2014

This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
ENVIRONMENTAL SYSTEMS RESEARCH INSTITUTE, INC. 401(K) INVESTMENT AND PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ESRI 401K PROFIT SHARING PLAN

D Employer Identification Number (EIN)
95-2775732

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): 04-6568107 06-1050034

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

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

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

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

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

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

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
Stock: _____% 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):

Plan Name: Environmental Systems Research Institute, Inc. 401(k) Investment And Profit Sharing Plan

EIN: 95-2775732 **PN:** 001

2014 Form 5500, Schedule H, Line 4a – Schedule of Delinquent Participant Contributions

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included:	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
X	$0	$0	$1,328,234	$0

ENVIRONMENTAL SYSTEMS RESEARCH INSTITUTE, INC. 401(k) INVESTMENT AND PROFIT-SHARING PLAN

FINANCIAL STATEMENTS

AND

SUPPLEMENTAL INFORMATION

WITH

INDEPENDENT AUDITORS' REPORT

AS OF DECEMBER 31, 2014 AND 2013
AND FOR THE YEAR ENDED
DECEMBER 31, 2014

ESRI, INC. 401(k) Confidential and Proprietary Information

TABLE OF CONTENTS

	Page
Independent Auditors' Report	1-2
Financial Statements	
Statements of Net Assets Available for Benefits	3
Statement of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5-13
Supplemental Information	
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)	14-15

ESRI, INC. 401(k) Confidential and Proprietary Information

Shannon M. Carlson, CPA
Linda S. Devlin, CPA
Andrew Steinke, CPA

Of Counsel
Michael R. Adcock, CPA
Thomas E. Ahern, CPA

A California Limitd Liability Partnership
Certified Public Accounts

AHERN·ADCOCK·DEVLIN·LLP
CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS ADVISORS

Members
American Institute of
Certified Public Accountants
Private Companies
Practice Section

Employee Benefit Plan
Audit Quality Center

Governmental Audit
Quality Center

California Society of
Certified Public Accountants

Independent Auditors' Report

To the Plan Administrator
Environmental Systems Research Institute, Inc.
401(k) Investment and Profit-Sharing Plan

Report on the Financial Statements

We were engaged to audit the accompanying statements of net assets available for benefits of the Environmental Systems Research Institute, Inc. 401(k) Investment and Profit-Sharing Plan (the "Plan") as of December 31, 2014 and 2013 and the related statement of changes in net assets available for benefits for the year ended December 31, 2014 and the related notes to the financial statements.

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.

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by the Prudential Bank & Trust, F.S.B. and the Fidelity Management Trust Company, the trustees of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the Fidelity Management Trust Company held the Plan's investment assets and executed investment transactions from June 1, 2014 to December 31, 2014, and that the Prudential Bank & Trust, F.S.B. held the Plan's investment assets and executed investment transactions as of December 31, 2013, and for the period January 1, 2014 to May 30, 2014. The Plan administrator has obtained certifications from the trustees as of and for the years ended December 31, 2014 and 2013, that the information provided to the Plan administrator by the trustees is complete and accurate.

ESRI, INC. 401(k) Confidential and Proprietary Information

1650 Iowa Avenue, Suite 200 • Riverside, CA 92507-2406 • Phone: 951-683-0672 or 909-825-1700 • Fax: 951-686-7780 • E-mail: aad@aadcpas.com

Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental information on pages 14-15, which is the responsibility of Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is 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 we do not express an opinion on the supplemental information 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 information, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Ahern Adcock Devlin LLP

Riverside, California
October 2, 2015

ESRI, INC. 401(k) Confidential and Proprietary Information

ENVIRONMENTAL SYSTEMS RESEARCH INSTITUTE, INC.
401(k) INVESTMENT AND PROFIT–SHARING PLAN

Statements of Net Assets Available for Benefits

December 31,	2014	2013
ASSETS		
Investments, at fair value	$594,465,130	$512,483,736
Investments at contract value	102,772,491	133,455,450
Total investments	697,237,621	645,939,186
Notes receivable – participants	12,248,034	11,431,090
Receivables		
Profit-sharing	14,849,089	14,872,163
Employer match	383,789	498,081
Employer contributions	15,232,878	15,370,244
Employee contributions	1,314,386	1,265,750
Total receivables	16,547,264	16,635,994
Total assets	726,032,919	674,006,270
Net assets available for benefits	$726,032,919	$674,006,270

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

ESRI, INC. 401(k) Confidential and Proprietary Information

ENVIRONMENTAL SYSTEMS RESEARCH INSTITUTE, INC.
401(k) INVESTMENT AND PROFIT-SHARING PLAN

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2014

Additions to net assets attributed to:	
Investment income	
Net appreciation in fair value of investments	$ 7,816,123
Interest	1,168,350
Dividends	12,834,414
Capital gains	9,174,565
Total investment income	30,993,452
Interest income from notes receivable from participants	540,001
Contributions	
Participant	28,991,381
Employer	23,739,833
Total contributions	52,731,214
Total additions	84,264,667
Deductions in net assets attributed to:	
Benefits paid to participants	32,023,044
Administrative expenses	214,974
Total deductions	32,238,018
Net increase in net assets	52,026,649
Net assets available for benefits	
Balance, beginning of year	674,006,270
Balance, end of year	$726,032,919

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

ESRI, INC. 401(k) Confidential and Proprietary Information

ENVIRONMENTAL SYSTEMS RESEARCH INSTITUTE, INC.
401(k) INVESTMENT AND PROFIT–SHARING PLAN

Notes to Financial Statements

1. Description of the Plan

The following description of Environmental Systems Research Institute, Inc. 401(k) Investment and Profit-Sharing Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan providing benefits to all eligible employees of Environmental Systems Research Institute, Inc., RCIC, and ESRI Global, Inc. (collectively known as Employer) who have attained age eighteen or older and are not participants in a collective bargaining agreement. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The board of directors is responsible for oversight of the Plan. The Investment Committee determines the appropriateness of the Plan's investment offerings, monitors investment performance, and reports to the board of directors.

Contributions

Each year, participants may contribute a percentage of pretax annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds and a fixed income option for participants. The Employer may make a matching contribution for each participant equal to a percentage of his or her elective deferral; such percentage amount and any limitation thereon shall be determined each Plan year by the Employer in its sole discretion. Additional profit-sharing amounts may be contributed at the option of the Employer's board of directors. Contributions are subject to certain Internal Revenue Service limitations.

Participant Accounts

An account is maintained for each participant. The participant's account is credited with the participant's contribution, Employer's matching contribution, participant's Plan earnings and losses, and an allocation of Employer's annual profit–sharing contribution and forfeitures of terminated participants' nonvested accounts. Allocations of profit–sharing contributions and forfeitures are based on participants' compensation and the participant's account balance, respectively. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions plus earnings thereon. Vesting in the remainder of the account is based on years of service. A year of service is given for each Plan year in which a participant performs 1,000 or more hours of service. After two years of service, a participant becomes 20 percent vested. Each service year thereafter will increase the participant's vesting by 20 percent, with 100 percent vesting after six years.

Notes Receivable - Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50 percent of their account balance. The loans are secured by the balance in the participant's account and bear interest at rates that range from 4.25 percent to 10.25 percent, which are commensurate with local prevailing rates as determined quarterly by the Plan administrator. Principal and interest is paid ratably through semimonthly payroll deductions or paid directly by participants.

ESRI, INC. 401(k) Confidential and Proprietary Information

1. Description of the Plan (Continued)

Payment of Benefits

A participant who attains normal retirement age of 65, retires from the Employer at an early retirement age of 59-1/2 with ten years of service, or retires because of disability shall have a vesting percentage of 100 percent. If an active participant dies prior to attaining his normal retirement age, his vesting percentage shall be 100 percent. Distributions from the Plan shall be made in the form of an annuity or cash, or a combination thereof, at the participant's election.

Forfeited Accounts

At December 31, 2014 and 2013, forfeited nonvested accounts totaled $1,532,943 and $4,641,767, respectively. See Note 11.

Currently Issued Accounting Standards

In July 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standard Update (ASU) 2015-12, *Plan Investment Disclosure Simplification Rules*. This accounting principle is effective for fiscal years beginning after December 15, 2015 and must be applied retrospectively to all periods presented in the financial statements for the fiscal year of adoption, early adoption is permitted. This update simplifies and increases the effectiveness of plan investment disclosure requirements for employee benefits plans. The ASU's amendments to plan investment disclosures are: (1) plans are no longer required to provide the disclosure by investment class in accordance with ASC 820-10-50 but must instead provide such disclosure by general type; (2) participant self-directed brokerage accounts are disclosed in the aggregate as a single general type of investment; (3) plan investments representing five percent or more of net assets available for benefits no longer need to be listed individually; (4) presentation of net appreciation or depreciation for each general type of plan investment is no longer required; however, plan investment appreciation or depreciation must still be presented in aggregate; and (5) employee benefit plans are not required to disclose the investment strategies of plan investments that are (a) measured at fair value by using the NAV practical expedient permitted by ASC 820-10 and (b) in a fund entity that directly files Form 5500 with the U.S. Department of Labor.

The Plan has adopted ASU 2015-12 for the years ended December 31, 2014 and 2013. Item (5) is not applicable to the Plan.

2. Summary of Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared in accordance with accounting principles generally accepted in the United States of America.

Investment Valuation and Income Recognition

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

ESRI, INC. 401(k) Confidential and Proprietary Information

2. Summary of Accounting Policies (Continued)

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

Use of Estimates

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

Notes Receivable - Participants

Notes receivable from participants are measured at their unpaid principal balance plus accrued interest. Delinquent participant loans are reclassified as distributions based on the terms of the Plan document.

Payment of Benefits

Benefits are recorded when paid.

Operating Expenses

Certain expenses of maintaining the Plan are paid by the Plan unless otherwise paid by the Plan sponsor. Expenses that are paid by the Employer are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment-related expenses are included in the net appreciation of fair value of investments. Expenses related to the recordkeeping of the Plan, included in administration expense, are charged against the forfeiture balance and totaled $145,307 in 2014.

Subsequent Events

The Plan has evaluated subsequent events through October 2, 2015, the date the financial statements were available to be issued.

3. Plan Termination

Although it has not expressed any intent to do so, Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100 percent vested in their accounts.

4. Investments

During 2014, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $7,816,123 as follows:

Mutual funds	$7,654,366
Self-directed brokerage accounts	161,757
	$7,816,123

ESRI, INC. 401(k) Confidential and Proprietary Information

5. Fair Value Measurements

Financial Accounting Standards Board Accounting Standards Codification (FASB ASC) No. 820, *Fair Value Measurements and Disclosures*, provides the 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 the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC No. 820 are described as follows:

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

Level 2 Inputs to the valuation methodology include:

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

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

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2014 and 2013:

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

Common stocks: Included in the self-directed brokerage account, valued at the closing price reported on the active market on which the individual securities are traded.

Guaranteed income fund: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer. Fair value is equal to contract value.

Stable value account: The fair value of a Wells Fargo Stable Value Fund E is based on the present value of future cash flows using the current discount rate of the GIC's it is indirectly invested in. The fair value of a security-backed contract includes the value of the underlying securities and the value of the wrapper contract. The fair value of a wrapper contract provided by a security-backed contract issuer is the present value of the difference between the current wrapper fee and the contracted wrapper fee. The relevant value for this fund is contract value.

ESRI, INC. 401(k) Confidential and Proprietary Information

5. Fair Value Measurements (Continued)

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

The following table sets forth by level, within the fair value hierarchy, the Plan's investment assets at fair value as of December 31, 2014:

	Level 1	Level 2	Level 3	Total
Mutual funds	$585,807,464			$585,807,464
Self-directed brokerage account	8,657,666			8,657,666
Wells Fargo stable value fund		$102,772,491		102,772,491
Total assets at fair value	$594,465,130	$102,772,491	$ -	$697,237,621

The following table sets forth by level, within the fair value hierarchy, the Plan's investment assets at fair value as of December 31, 2013:

	Level 1	Level 2	Level 3	Total
Mutual funds	$509,447,220			$509,447,220
Self-directed brokerage account	3,036,516			3,036,516
Prudential guaranteed income fund			$133,455,450	133,455,450
Total assets at fair value	$512,483,736	$ -	$133,455,450	$645,939,186

Level 3 Gains and Losses

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2014:

	Guaranteed Investment Contract
Balance, beginning of year	$ 133,455,450
Realized gains (losses)	1,167,392
Unrealized gains (losses) relating to instruments still held at the reporting date	-
Net purchases/sales	6,496,401
Sold and transferred from Prudential to Fidelity	(141,119,243)
Transfers in and/or out of level 3	-
Balance, end of year	$ -
The amount of total gains or losses for the period attributable to the change in unrealized gains or losses relating to the assets still held at the reporting date	$ -

ESRI, INC. 401(k) Confidential and Proprietary Information

6. 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 Prudential Bank & Trust, F.S.B. for 2013 and for the activity through June 1, 2014 and the Fidelity Management Trust Company for 2014, the trustees of the Plan, as complete and accurate, except for comparing such information certified by the trustees to information included in the Plan's financial statements and supplemental schedule:

	December 31,	
	2014	2013
Investments, at fair value:		
Mutual funds – pooled separate accounts	$688,579,955	$642,902,670
Self-directed brokerage accounts	8,657,666	3,036,516
Notes receivable - participants	12,248,034	11,431,090
	$709,485,655	$657,370,276
Investment income:		
Interest, dividend, and capital gain income	$23,177,329	$ 3,067,133
Net appreciation in fair value of investments	7,816,123	117,659,528
	$30,993,452	$120,726,661

7. Fully Benefit-Responsive Investment Contracts

Wells Fargo Stable Value Fund E

The Wells Fargo Stable Value Fund E (the "Fund") seeks to provide investors with a moderate level of stable income without principal volatility. The Fund invests indirectly in fully benefit-responsive contracts and; therefore, the Plan is not required to include in its financial statements the disclosure requirements for stable value investment funds. The Fund is 100 percent invested in the Wells Fargo Stable Return Fund G. The Wells Fargo Stable Rerun Fund G invests in fully benefit-responsive investment contracts; therefore, contract value is the relevant value for the Wells Fargo Stable Value Fund E.

Termination of the Plan or complete divestment in the fund may limit the Plan's ability to transact with the fund at contract value.

Guaranteed Income Fund with Prudential Retirement Insurance and Annuity Company

The Plan held the Prudential Guaranteed Income Fund during 2013 and through May 31, 2014, a fully benefit-responsive investment fund managed by the Prudential Retirement Insurance and Annuity Company (PRIAC).

ESRI, INC. 401(k) Confidential and Proprietary Information

7. Fully Benefit-Responsive Investment Contracts (Continued)

The Prudential Guaranteed Income Fund investments are not considered Guaranteed Investment Contracts (GIC), but are evergreen (no maturity date) group annuity contracts backed by the full faith and credit of PRIAC. PRIAC declares interest crediting rates in advance of the contract's specified guarantee period and guarantees that crediting rate for the guarantee period. Interest crediting rates are determined based on many factors and are not developed by a formula method.

In regard to this fund, PRIAC's intent is to credit the declared rate and guarantee principal. PRIAC bears the risk that the return on the underlying investments will be sufficient to support the guaranteed rate during each guarantee period. In determining crediting rates, one of the factors considered is actual and expected portfolio performance. However, investment experience is not directly passed on to participants.

Certain events limit the liability to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial plan termination or merger with another plan), (2) changes to the Plan's prohibition of competing investment options or selection of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestures, or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from Federal income taxes or any prohibited transaction exemption under the Employee Retirement Income Security Act of 1974.

The concept of a value other than contract value does not apply to the Guaranteed Income Fund even upon a discontinuance of the contract, in which case contract value would be paid no later than 90 days from the date the sponsor provides notice to discontinue. This contract's operation is different than many other evergreen group annuity products in the market by virtue of the fact that a market value (fair value) adjustment does not apply upon discontinuance. There are not any specific securities in the general account that back the liabilities of this annuity contract and it would be inappropriate to look to the market value of the securities within the insurer's general account to determine a fair value. The Plan owns a promise to pay interest at crediting rates which are announced in advance and guaranteed for a specified period of time as outlined in the group annuity contract. This product is not a traditional GIC and; therefore, there are not any known cash flows that could be discounted.

8. Related-Party Transactions

Certain Plan investments are shares of mutual funds managed by Fidelity Management Trust Company (Fidelity) post June 1, 2014 and the Prudential Bank & Trust, F.S.B. up to May 30, 2014 (Prudential). Fidelity and Prudential are the trustees as defined by the Plan; therefore, these transactions qualify as party-in-interest transactions. Investment fees are not paid directly by the Plan but rather reduce the amount of investment earnings allocated to individual participant accounts. Fees paid by the Plan for administrative expenses amounted to $214,974 for the year ended December 31, 2014.

ESRI, INC. 401(k) Confidential and Proprietary Information

9. Tax Status

The trust established under the Plan to hold the Plan's assets obtained its latest determination letter on March 15, 2008, in which the Internal Revenue Service stated that the trust, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The trust has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the trust is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2014, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2012.

10. 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 values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

11. Voluntary Correction Program

The Plan submitted a voluntary correction plan (VCP) to correct the vesting computation period, for the plan years 2004 to 2008, when it was discovered that forfeitures were not properly calculated. During the Plan year 2013, the Plan received a compliance letter from the Internal Revenue Service which authorized the Plan to take action in accordance with the voluntary program. During 2014, the final correction was funded to the Plan in the amount of $108,475. Due to the completion of the VCP plan, accumulated forfeitures in the amount of $4,207,960 were allocated to participant's accounts who participated in the Plan in the year the forfeitures were taken.

12. Reconciliation to Form 5500

Total assets	
Total assets per financial statements	$726,032,919
Rounding difference	3
Self-directed brokerage account valuation timing difference	(3,531)
Total assets per Form 5500	$726,029,391

ESRI, INC. 401(k) Confidential and Proprietary Information

12. Reconciliation to Form 5500 (Continued)

Investment realized and unrealized gain and loss		
Per financial statements		$ 7,816,123
Net appreciation in fair value of investments		9,174,565
Capital gains		16,990,688
Self-directed brokerage account valuation timing difference		(3,531)
Per Form 5500		
Schedule H Line 2b(4)(C)	317	
Schedule H Line 2b(5)(C)	235,411	
Schedule H Line 2b(6)	8,071,210	
Schedule H Line 2b(10)	8,680,219	$16,987,157
Net increase in net assets		
Net increase in net assets per financial statements		52,026,649
Self-directed brokerage account valuation timing difference		(3,531)
Net increase in net assets per Form 5500		$52,023,118

ESRI, INC. 401(k) Confidential and Proprietary Information

SUPPLEMENTAL INFORMATION

ESRI, INC. 401(k) Confidential and Proprietary Information

ENVIRONMENTAL SYSTEMS RESEARCH INSTITUTE, INC.
401(k) INVESTMENT AND PROFIT-SHARING PLAN
Employer Identification Number 95-2775732, Plan Number 001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2014

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	** (d) Cost	(e) Current Value
	Dodge & Cox Funds	Dodge & Fox Income 396,150.86 shares		$ 5,458,957
	DFA Investments Dimensions Group Inc.	DFA US Targeted Value I 1,406,281.53 shares		31,149,136
	Wells Fargo	Advantage Discovery Institutional 1,976,356.29 shares		65,101,176
	Dodge & Cox Funds	Dodge & Cox Stock 258,355.07 shares		46,746,766
	MFS	Institutional International Equity 1,368,111.39 shares		28,607,209
	T Rowe Price	Institutional Large Cap Growth 1,274,804.32 shares		35,031,623
	Vanguard	Target Retirement Income 82,215.38 shares		2,446,730
	Vanguard	Target Retirement 2010 115,848.06 shares		3,185,822
	Vanguard	Target Retirement 2015 334,286.42 shares		9,189,534
	Vanguard	Target Retirement 2020 743,390.73 shares		20,145,889
	Vanguard	Target Retirement 2025 1,522,943.91 shares		40,464,620
	Vanguard	Target Retirement 2030 1,818,566.86 shares		47,246,367
	Vanguard	Target Retirement 2035 1,672,164.31 shares		43,442,829
	Vanguard	Target Retirement 2040 1,678,705.06 shares		44,401,749
	Vanguard	Target Retirement 2045 1,351,495.78 shares		35,720,033

ESRI, INC. 401(k) Confidential and Proprietary Information

ENVIRONMENTAL SYSTEMS RESEARCH INSTITUTE, INC.
401(k) INVESTMENT AND PROFIT–SHARING PLAN
Employer Identification Number 95–2775732, Plan Number 001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2014

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	** (d) Cost	(e) Current Value
	Vanguard	Target Retirement 2050 511,156.71 shares		$ 13,576,322
	Vanguard	Target Retirement 2055 80,020.01 shares		2,849,513
	Vanguard	Target Retirement 2060 24,917.43 shares		699,183
	Wells Fargo	Stable Value Fund E 2,057,439.07 shares		102,772,491
*	Fidelity	Treasury Only Money Market 1,548,467.79 shares		1,548,468
*	Fidelity	Spartan Extnd Mkt Idx Advtg 120,747.22 shares		6,662,831
*	Fidelity	Spartan US Bond Idx Institutional 1,182,242.16 shares		13,879,523
*	Fidelity	Spartan 500 Index Institutional 1,044,347.85 shares		76,091,184
*	Fidelity	Spartan Global Extended US Index Institutional 1,054,813.52 shares		12,162,000
	Brokerage Link	Self-directed Investments		8,657,666
	Total investments			$697,237,621
	Participant loans	Interest rate ranging from 4.25 to 10.25 percent		$12,248,034

* Denotes a related party
** Participant-directed investments, cost omitted

ESRI, INC. 401(k) Confidential and Proprietary Information

ENVIRONMENTAL SYSTEMS RESEARCH INSTITUTE, INC. 401(k) INVESTMENT AND PROFIT-SHARING PLAN

FINANCIAL STATEMENTS

AND

SUPPLEMENTAL INFORMATION

WITH

INDEPENDENT AUDITORS' REPORT

AS OF DECEMBER 31, 2014 AND 2013
AND FOR THE YEAR ENDED
DECEMBER 31, 2014

ESRI, INC. 401(k) Confidential and Proprietary Information

TABLE OF CONTENTS

	Page
Independent Auditors' Report	1-2
Financial Statements	
Statements of Net Assets Available for Benefits	3
Statement of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5-13
Supplemental Information	
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)	14-15

ESRI, INC. 401(k) Confidential and Proprietary Information

Shannon M. Carlson, CPA
Linda S. Devlin, CPA
Andrew Steinke, CPA

Of Counsel
Michael R. Adcock, CPA
Thomas E. Ahern, CPA

A California Limitd Liability Partnership
Certified Public Accounts

AHERN·ADCOCK·DEVLIN·LLP
CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS ADVISORS

Members
American Institute of
Certified Public Accountants
Private Companies
Practice Section

Employee Benefit Plan
Audit Quality Center

Governmental Audit
Quality Center

California Society of
Certified Public Accountants

Independent Auditors' Report

To the Plan Administrator
Environmental Systems Research Institute, Inc.
401(k) Investment and Profit-Sharing Plan

Report on the Financial Statements

We were engaged to audit the accompanying statements of net assets available for benefits of the Environmental Systems Research Institute, Inc. 401(k) Investment and Profit-Sharing Plan (the "Plan") as of December 31, 2014 and 2013 and the related statement of changes in net assets available for benefits for the year ended December 31, 2014 and the related notes to the financial statements.

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.

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by the Prudential Bank & Trust, F.S.B. and the Fidelity Management Trust Company, the trustees of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the Fidelity Management Trust Company held the Plan's investment assets and executed investment transactions from June 1, 2014 to December 31, 2014, and that the Prudential Bank & Trust, F.S.B. held the Plan's investment assets and executed investment transactions as of December 31, 2013, and for the period January 1, 2014 to May 30, 2014. The Plan administrator has obtained certifications from the trustees as of and for the years ended December 31, 2014 and 2013, that the information provided to the Plan administrator by the trustees is complete and accurate.

ESRI, INC. 401(k) Confidential and Proprietary Information

1650 Iowa Avenue, Suite 200 • Riverside, CA 92507-2406 • Phone: 951-683-0672 or 909-825-1700 • Fax: 951-686-7780 • E-mail: aad@aadcpas.com

Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental information on pages 14-15, which is the responsibility of Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is 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 we do not express an opinion on the supplemental information 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 information, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Ahern Adcock Devlin LLP

Riverside, California
October 2, 2015

ESRI, INC. 401(k) Confidential and Proprietary Information

ENVIRONMENTAL SYSTEMS RESEARCH INSTITUTE, INC.
401(k) INVESTMENT AND PROFIT–SHARING PLAN

Statements of Net Assets Available for Benefits

December 31,	2014	2013
ASSETS		
Investments, at fair value	$594,465,130	$512,483,736
Investments at contract value	102,772,491	133,455,450
Total investments	697,237,621	645,939,186
Notes receivable – participants	12,248,034	11,431,090
Receivables		
Profit-sharing	14,849,089	14,872,163
Employer match	383,789	498,081
Employer contributions	15,232,878	15,370,244
Employee contributions	1,314,386	1,265,750
Total receivables	16,547,264	16,635,994
Total assets	726,032,919	674,006,270
Net assets available for benefits	$726,032,919	$674,006,270

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

ESRI, INC. 401(k) Confidential and Proprietary Information

ENVIRONMENTAL SYSTEMS RESEARCH INSTITUTE, INC.
401(k) INVESTMENT AND PROFIT-SHARING PLAN

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2014

Additions to net assets attributed to:	
Investment income	
Net appreciation in fair value of investments	$ 7,816,123
Interest	1,168,350
Dividends	12,834,414
Capital gains	9,174,565
Total investment income	30,993,452
Interest income from notes receivable from participants	540,001
Contributions	
Participant	28,991,381
Employer	23,739,833
Total contributions	52,731,214
Total additions	84,264,667
Deductions in net assets attributed to:	
Benefits paid to participants	32,023,044
Administrative expenses	214,974
Total deductions	32,238,018
Net increase in net assets	52,026,649
Net assets available for benefits	
Balance, beginning of year	674,006,270
Balance, end of year	$726,032,919

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

ESRI, INC. 401(k) Confidential and Proprietary Information

ENVIRONMENTAL SYSTEMS RESEARCH INSTITUTE, INC.
401(k) INVESTMENT AND PROFIT–SHARING PLAN

Notes to Financial Statements

1. Description of the Plan

The following description of Environmental Systems Research Institute, Inc. 401(k) Investment and Profit-Sharing Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan providing benefits to all eligible employees of Environmental Systems Research Institute, Inc., RCIC, and ESRI Global, Inc. (collectively known as Employer) who have attained age eighteen or older and are not participants in a collective bargaining agreement. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The board of directors is responsible for oversight of the Plan. The Investment Committee determines the appropriateness of the Plan's investment offerings, monitors investment performance, and reports to the board of directors.

Contributions

Each year, participants may contribute a percentage of pretax annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds and a fixed income option for participants. The Employer may make a matching contribution for each participant equal to a percentage of his or her elective deferral; such percentage amount and any limitation thereon shall be determined each Plan year by the Employer in its sole discretion. Additional profit-sharing amounts may be contributed at the option of the Employer's board of directors. Contributions are subject to certain Internal Revenue Service limitations.

Participant Accounts

An account is maintained for each participant. The participant's account is credited with the participant's contribution, Employer's matching contribution, participant's Plan earnings and losses, and an allocation of Employer's annual profit–sharing contribution and forfeitures of terminated participants' nonvested accounts. Allocations of profit–sharing contributions and forfeitures are based on participants' compensation and the participant's account balance, respectively. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions plus earnings thereon. Vesting in the remainder of the account is based on years of service. A year of service is given for each Plan year in which a participant performs 1,000 or more hours of service. After two years of service, a participant becomes 20 percent vested. Each service year thereafter will increase the participant's vesting by 20 percent, with 100 percent vesting after six years.

Notes Receivable - Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50 percent of their account balance. The loans are secured by the balance in the participant's account and bear interest at rates that range from 4.25 percent to 10.25 percent, which are commensurate with local prevailing rates as determined quarterly by the Plan administrator. Principal and interest is paid ratably through semimonthly payroll deductions or paid directly by participants.

ESRI, INC. 401(k) Confidential and Proprietary Information

1. Description of the Plan (Continued)

Payment of Benefits

A participant who attains normal retirement age of 65, retires from the Employer at an early retirement age of 59-1/2 with ten years of service, or retires because of disability shall have a vesting percentage of 100 percent. If an active participant dies prior to attaining his normal retirement age, his vesting percentage shall be 100 percent. Distributions from the Plan shall be made in the form of an annuity or cash, or a combination thereof, at the participant's election.

Forfeited Accounts

At December 31, 2014 and 2013, forfeited nonvested accounts totaled $1,532,943 and $4,641,767, respectively. See Note 11.

Currently Issued Accounting Standards

In July 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standard Update (ASU) 2015-12, *Plan Investment Disclosure Simplification Rules*. This accounting principle is effective for fiscal years beginning after December 15, 2015 and must be applied retrospectively to all periods presented in the financial statements for the fiscal year of adoption, early adoption is permitted. This update simplifies and increases the effectiveness of plan investment disclosure requirements for employee benefits plans. The ASU's amendments to plan investment disclosures are: (1) plans are no longer required to provide the disclosure by investment class in accordance with ASC 820-10-50 but must instead provide such disclosure by general type; (2) participant self-directed brokerage accounts are disclosed in the aggregate as a single general type of investment; (3) plan investments representing five percent or more of net assets available for benefits no longer need to be listed individually; (4) presentation of net appreciation or depreciation for each general type of plan investment is no longer required; however, plan investment appreciation or depreciation must still be presented in aggregate; and (5) employee benefit plans are not required to disclose the investment strategies of plan investments that are (a) measured at fair value by using the NAV practical expedient permitted by ASC 820-10 and (b) in a fund entity that directly files Form 5500 with the U.S. Department of Labor.

The Plan has adopted ASU 2015-12 for the years ended December 31, 2014 and 2013. Item (5) is not applicable to the Plan.

2. Summary of Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared in accordance with accounting principles generally accepted in the United States of America.

Investment Valuation and Income Recognition

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

ESRI, INC. 401(k) Confidential and Proprietary Information

2. Summary of Accounting Policies (Continued)

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

Use of Estimates

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

Notes Receivable - Participants

Notes receivable from participants are measured at their unpaid principal balance plus accrued interest. Delinquent participant loans are reclassified as distributions based on the terms of the Plan document.

Payment of Benefits

Benefits are recorded when paid.

Operating Expenses

Certain expenses of maintaining the Plan are paid by the Plan unless otherwise paid by the Plan sponsor. Expenses that are paid by the Employer are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment-related expenses are included in the net appreciation of fair value of investments. Expenses related to the recordkeeping of the Plan, included in administration expense, are charged against the forfeiture balance and totaled $145,307 in 2014.

Subsequent Events

The Plan has evaluated subsequent events through October 2, 2015, the date the financial statements were available to be issued.

3. Plan Termination

Although it has not expressed any intent to do so, Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100 percent vested in their accounts.

4. Investments

During 2014, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $7,816,123 as follows:

Mutual funds	$7,654,366
Self-directed brokerage accounts	161,757
	$7,816,123

ESRI, INC. 401(k) Confidential and Proprietary Information

5. Fair Value Measurements

Financial Accounting Standards Board Accounting Standards Codification (FASB ASC) No. 820, *Fair Value Measurements and Disclosures*, provides the 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 the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC No. 820 are described as follows:

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

Level 2 Inputs to the valuation methodology include:

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

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

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2014 and 2013:

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

Common stocks: Included in the self-directed brokerage account, valued at the closing price reported on the active market on which the individual securities are traded.

Guaranteed income fund: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer. Fair value is equal to contract value.

Stable value account: The fair value of a Wells Fargo Stable Value Fund E is based on the present value of future cash flows using the current discount rate of the GIC's it is indirectly invested in. The fair value of a security-backed contract includes the value of the underlying securities and the value of the wrapper contract. The fair value of a wrapper contract provided by a security-backed contract issuer is the present value of the difference between the current wrapper fee and the contracted wrapper fee. The relevant value for this fund is contract value.

ESRI, INC. 401(k) Confidential and Proprietary Information

5. Fair Value Measurements (Continued)

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

The following table sets forth by level, within the fair value hierarchy, the Plan's investment assets at fair value as of December 31, 2014:

	Level 1	Level 2	Level 3	Total
Mutual funds	$585,807,464			$585,807,464
Self-directed brokerage account	8,657,666			8,657,666
Wells Fargo stable value fund		$102,772,491		102,772,491
Total assets at fair value	$594,465,130	$102,772,491	$ -	$697,237,621

The following table sets forth by level, within the fair value hierarchy, the Plan's investment assets at fair value as of December 31, 2013:

	Level 1	Level 2	Level 3	Total
Mutual funds	$509,447,220			$509,447,220
Self-directed brokerage account	3,036,516			3,036,516
Prudential guaranteed income fund			$133,455,450	133,455,450
Total assets at fair value	$512,483,736	$ -	$133,455,450	$645,939,186

Level 3 Gains and Losses

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2014:

	Guaranteed Investment Contract
Balance, beginning of year	$ 133,455,450
Realized gains (losses)	1,167,392
Unrealized gains (losses) relating to instruments still held at the reporting date	-
Net purchases/sales	6,496,401
Sold and transferred from Prudential to Fidelity	(141,119,243)
Transfers in and/or out of level 3	-
Balance, end of year	$ -
The amount of total gains or losses for the period attributable to the change in unrealized gains or losses relating to the assets still held at the reporting date	$ -

ESRI, INC. 401(k) Confidential and Proprietary Information

6. 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 Prudential Bank & Trust, F.S.B. for 2013 and for the activity through June 1, 2014 and the Fidelity Management Trust Company for 2014, the trustees of the Plan, as complete and accurate, except for comparing such information certified by the trustees to information included in the Plan's financial statements and supplemental schedule:

	December 31,	
	2014	2013
Investments, at fair value:		
Mutual funds – pooled separate accounts	$688,579,955	$642,902,670
Self-directed brokerage accounts	8,657,666	3,036,516
Notes receivable - participants	12,248,034	11,431,090
	$709,485,655	$657,370,276
Investment income:		
Interest, dividend, and capital gain income	$23,177,329	$ 3,067,133
Net appreciation in fair value of investments	7,816,123	117,659,528
	$30,993,452	$120,726,661

7. Fully Benefit-Responsive Investment Contracts

Wells Fargo Stable Value Fund E

The Wells Fargo Stable Value Fund E (the "Fund") seeks to provide investors with a moderate level of stable income without principal volatility. The Fund invests indirectly in fully benefit-responsive contracts and; therefore, the Plan is not required to include in its financial statements the disclosure requirements for stable value investment funds. The Fund is 100 percent invested in the Wells Fargo Stable Return Fund G. The Wells Fargo Stable Rerun Fund G invests in fully benefit-responsive investment contracts; therefore, contract value is the relevant value for the Wells Fargo Stable Value Fund E.

Termination of the Plan or complete divestment in the fund may limit the Plan's ability to transact with the fund at contract value.

Guaranteed Income Fund with Prudential Retirement Insurance and Annuity Company

The Plan held the Prudential Guaranteed Income Fund during 2013 and through May 31, 2014, a fully benefit-responsive investment fund managed by the Prudential Retirement Insurance and Annuity Company (PRIAC).

ESRI, INC. 401(k) Confidential and Proprietary Information

7. Fully Benefit-Responsive Investment Contracts (Continued)

The Prudential Guaranteed Income Fund investments are not considered Guaranteed Investment Contracts (GIC), but are evergreen (no maturity date) group annuity contracts backed by the full faith and credit of PRIAC. PRIAC declares interest crediting rates in advance of the contract's specified guarantee period and guarantees that crediting rate for the guarantee period. Interest crediting rates are determined based on many factors and are not developed by a formula method.

In regard to this fund, PRIAC's intent is to credit the declared rate and guarantee principal. PRIAC bears the risk that the return on the underlying investments will be sufficient to support the guaranteed rate during each guarantee period. In determining crediting rates, one of the factors considered is actual and expected portfolio performance. However, investment experience is not directly passed on to participants.

Certain events limit the liability to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial plan termination or merger with another plan), (2) changes to the Plan's prohibition of competing investment options or selection of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestures, or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from Federal income taxes or any prohibited transaction exemption under the Employee Retirement Income Security Act of 1974.

The concept of a value other than contract value does not apply to the Guaranteed Income Fund even upon a discontinuance of the contract, in which case contract value would be paid no later than 90 days from the date the sponsor provides notice to discontinue. This contract's operation is different than many other evergreen group annuity products in the market by virtue of the fact that a market value (fair value) adjustment does not apply upon discontinuance. There are not any specific securities in the general account that back the liabilities of this annuity contract and it would be inappropriate to look to the market value of the securities within the insurer's general account to determine a fair value. The Plan owns a promise to pay interest at crediting rates which are announced in advance and guaranteed for a specified period of time as outlined in the group annuity contract. This product is not a traditional GIC and; therefore, there are not any known cash flows that could be discounted.

8. Related-Party Transactions

Certain Plan investments are shares of mutual funds managed by Fidelity Management Trust Company (Fidelity) post June 1, 2014 and the Prudential Bank & Trust, F.S.B. up to May 30, 2014 (Prudential). Fidelity and Prudential are the trustees as defined by the Plan; therefore, these transactions qualify as party-in-interest transactions. Investment fees are not paid directly by the Plan but rather reduce the amount of investment earnings allocated to individual participant accounts. Fees paid by the Plan for administrative expenses amounted to $214,974 for the year ended December 31, 2014.

ESRI, INC. 401(k) Confidential and Proprietary Information

9. Tax Status

The trust established under the Plan to hold the Plan's assets obtained its latest determination letter on March 15, 2008, in which the Internal Revenue Service stated that the trust, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The trust has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the trust is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2014, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2012.

10. 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 values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

11. Voluntary Correction Program

The Plan submitted a voluntary correction plan (VCP) to correct the vesting computation period, for the plan years 2004 to 2008, when it was discovered that forfeitures were not properly calculated. During the Plan year 2013, the Plan received a compliance letter from the Internal Revenue Service which authorized the Plan to take action in accordance with the voluntary program. During 2014, the final correction was funded to the Plan in the amount of $108,475. Due to the completion of the VCP plan, accumulated forfeitures in the amount of $4,207,960 were allocated to participant's accounts who participated in the Plan in the year the forfeitures were taken.

12. Reconciliation to Form 5500

Total assets	
Total assets per financial statements	$726,032,919
Rounding difference	3
Self-directed brokerage account valuation timing difference	(3,531)
Total assets per Form 5500	$726,029,391

ESRI, INC. 401(k) Confidential and Proprietary Information

12. Reconciliation to Form 5500 (Continued)

Investment realized and unrealized gain and loss		
Per financial statements		$ 7,816,123
Net appreciation in fair value of investments		9,174,565
Capital gains		16,990,688
Self-directed brokerage account valuation timing difference		(3,531)
Per Form 5500		
Schedule H Line 2b(4)(C)	317	
Schedule H Line 2b(5)(C)	235,411	
Schedule H Line 2b(6)	8,071,210	
Schedule H Line 2b(10)	8,680,219	$16,987,157
Net increase in net assets		
Net increase in net assets per financial statements		52,026,649
Self-directed brokerage account valuation timing difference		(3,531)
Net increase in net assets per Form 5500		$52,023,118

ESRI, INC. 401(k) Confidential and Proprietary Information

SUPPLEMENTAL INFORMATION

ESRI, INC. 401(k) Confidential and Proprietary Information

ENVIRONMENTAL SYSTEMS RESEARCH INSTITUTE, INC.
401(k) INVESTMENT AND PROFIT-SHARING PLAN
Employer Identification Number 95-2775732, Plan Number 001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2014

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	** (d) Cost	(e) Current Value
	Dodge & Cox Funds	Dodge & Fox Income 396,150.86 shares		$ 5,458,957
	DFA Investments Dimensions Group Inc.	DFA US Targeted Value I 1,406,281.53 shares		31,149,136
	Wells Fargo	Advantage Discovery Institutional 1,976,356.29 shares		65,101,176
	Dodge & Cox Funds	Dodge & Cox Stock 258,355.07 shares		46,746,766
	MFS	Institutional International Equity 1,368,111.39 shares		28,607,209
	T Rowe Price	Institutional Large Cap Growth 1,274,804.32 shares		35,031,623
	Vanguard	Target Retirement Income 82,215.38 shares		2,446,730
	Vanguard	Target Retirement 2010 115,848.06 shares		3,185,822
	Vanguard	Target Retirement 2015 334,286.42 shares		9,189,534
	Vanguard	Target Retirement 2020 743,390.73 shares		20,145,889
	Vanguard	Target Retirement 2025 1,522,943.91 shares		40,464,620
	Vanguard	Target Retirement 2030 1,818,566.86 shares		47,246,367
	Vanguard	Target Retirement 2035 1,672,164.31 shares		43,442,829
	Vanguard	Target Retirement 2040 1,678,705.06 shares		44,401,749
	Vanguard	Target Retirement 2045 1,351,495.78 shares		35,720,033

ESRI, INC. 401(k) Confidential and Proprietary Information

ENVIRONMENTAL SYSTEMS RESEARCH INSTITUTE, INC.
401(k) INVESTMENT AND PROFIT–SHARING PLAN
Employer Identification Number 95–2775732, Plan Number 001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2014

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	** (d) Cost	(e) Current Value
	Vanguard	Target Retirement 2050 511,156.71 shares		$ 13,576,322
	Vanguard	Target Retirement 2055 80,020.01 shares		2,849,513
	Vanguard	Target Retirement 2060 24,917.43 shares		699,183
	Wells Fargo	Stable Value Fund E 2,057,439.07 shares		102,772,491
*	Fidelity	Treasury Only Money Market 1,548,467.79 shares		1,548,468
*	Fidelity	Spartan Extnd Mkt Idx Advtg 120,747.22 shares		6,662,831
*	Fidelity	Spartan US Bond Idx Institutional 1,182,242.16 shares		13,879,523
*	Fidelity	Spartan 500 Index Institutional 1,044,347.85 shares		76,091,184
*	Fidelity	Spartan Global Extended US Index Institutional 1,054,813.52 shares		12,162,000
	Brokerage Link	Self-directed Investments		8,657,666
	Total investments			$697,237,621
	Participant loans	Interest rate ranging from 4.25 to 10.25 percent		$12,248,034

* Denotes a related party
** Participant-directed investments, cost omitted

ESRI, INC. 401(k) Confidential and Proprietary Information