MCGARVIE BLYTHE J
Form 4
May 17, 2011

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
MCGARVIE BLYTHE J
(Last) (First) (Middle)
3025 RIVER OAKS ROAD
(Street)
WILLIAMSBURG, VA 23185
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Accenture plc [ACN]

3. Date of Earliest Transaction (Month/Day/Year)
05/13/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A ordinary shares (1)	05/13/2011		A		26	A	$ 0	25,051	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
								Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
				Code	V	(A)	(D)						

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCGARVIE BLYTHE J 3025 RIVER OAKS ROAD WILLIAMSBURG, VA 23185	X			

Signatures

/s/ Kathryn Lloyd, Attorney-in-Fact for Blythe J. McGarvie	05/17/2011
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Grant of Restricted Share Units (RSUs) pursuant to the anti-dilution provisions of previously granted RSU awards, to reflect Accenture plc's payment of a cash dividend.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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Supplemental Schedule*:

* Other supplemental schedules required by Section 2520.103-10 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

Table of Contents

Report of Independent Registered Public Accounting Firm

To the Participants and Administrator of
DuPont Retirement Savings Plan

In our opinion, the accompanying statements of net assets available for benefits and the related statements of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of DuPont Retirement Savings Plan (the Plan) at December 31, 2009 and 2008, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan s management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental Schedule of Assets (Held at End of Year) is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan s management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ PRICEWATERHOUSECOOPERS LLP

Philadelphia, Pennsylvania

June 29, 2010

Table of Contents

DuPont Retirement Savings Plan

Statements of Net Assets Available for Benefits

December 31, 2009 and 2008

	2009	2008
Assets		
Investments at fair value:		
Plan interest in DuPont and Related Companies Defined Contribution Plan Master Trust	$ 7,880,469,020	$ 6,817,688,427
Participant-directed Brokerage Account	95,909,689	44,912,224
Company stocks	614,393,004	465,410,098
Mutual funds		267,359,396
Participant loans	81,407,079	83,268,206
Total investments at fair value	8,672,178,792	7,678,638,351
Receivables:		
Accrued interest	1,058	
Participants contributions	8,158,922	9,791,788
Employer s contributions	11,269,645	12,080,877
Total receivables	19,429,625	21,872,665
Cash	4,952,846	30,644,147
Total assets	8,696,561,263	7,731,155,163
Liabilities		
Accounts payable	56,300	89,800
Net assets available for benefits, at fair value	8,696,504,963	7,731,065,363
Adjustment from fair value to contract value for interest in Master Trust relating to fully benefit-responsive investment contracts	(110,947,176)	88,185,424
Net assets available for benefits	$ 8,585,557,787	$ 7,819,250,787

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

2

Table of Contents

DuPont Retirement Savings Plan

Statements of Changes in Net Assets Available for Benefits

For the Years Ended December 31, 2009 and 2008

		2009		2008
Additions:				
Investment income:				
Net investment gain from interest in DuPont and Related Companies Defined Contribution Plan Master Trust	$	763,565,476	$	
Net appreciation in fair value of investments		165,821,199		
Interest		6,082,845		6,081,113
Dividends		30,923,590		45,164,335
Other		1,584,280		
Total investment income		967,977,390		51,245,448
Contributions:				
Employer s contributions		190,827,384		182,388,642
Participants contributions		210,267,520		208,244,937
Rollovers		1,676,806		1,633,467
Total contributions		402,771,710		392,267,046
Total additions		1,370,749,100		443,512,494
Deductions:				
Net investment loss from interest in DuPont and Related Companies Defined Contribution Plan Master Trust				489,857,645
Net depreciation in fair value of investments				784,511,265
Benefits paid to participants		601,713,147		961,350,163
Distribution of dividends		1,410,046		1,334,649
Administrative expenses (net)		1,088,809		2,128,041
Total deductions		604,212,002		2,239,181,763
Asset transfers in		86,968		54,690,740
Asset transfers out		(317,066)		(3,198,709)
Net increase (decrease)		766,307,000		(1,744,177,238)
Net assets available for benefits:				
Beginning of period		7,819,250,787		9,563,428,025
End of period	$	8,585,557,787	$	7,819,250,787

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

Table of Contents

DuPont Retirement Savings Plan

Notes to Financial Statements

December 31, 2009 and 2008

NOTE 1 DESCRIPTION OF THE PLAN

The following description of the DuPont Retirement Savings Plan (the Plan or RSP), formerly Savings and Investment Plan of E. I. du Pont de Nemours and Company (SIP), provides only general information. Participants should refer to the Plan document for a more comprehensive description of the Plan s provisions.

General

The Plan is a defined contribution plan established by the Board of Directors of E. I. du Pont de Nemours and Company (DuPont or the Company) effective September 1, 1955. The Plan is a tax qualified contributory profit sharing Plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) and the Internal Revenue Code. The purpose of the Plan is to encourage and assist employees in following a systematic savings program suited to their individual financial objectives, and to provide an opportunity for employees to become stockholders of the Company.

Effective January 1, 2008, the Company made several changes to the Plan, including a new definition for eligible compensation , modifications to contributions and loan provisions, new investment choices, and a new Master Trust Agreement. These changes are explained in more detail in each respective section below.

Effective at close of day December 31, 2008, the assets of the DuPont Retirement Savings Plan (DuPont RSP), and ChemFirst Inc. 401(k) Plan (ChemFirst Plan) were merged into the Plan. At the time of the merger, participants of the DuPont RSP and ChemFirst Plan became part of the SIP. Also, effective December 31, 2008, DuPont Displays, Inc. (DuPont Displays), and DuPont Authentication, Inc. (DuPont Authentication), adopted the Plan for its employees. Prior to the December 31, 2008, DuPont Displays and DuPont Authentication employees were part of the DuPont 401(k) and Profit Sharing Plan (DuPont 401(k)). As part of the change, DuPont Displays and DuPont Authentication participant investments in the DuPont 401(k) were transferred to the Plan.

Effective January 1, 2009, the Plan name was changed to DuPont Retirement Savings Plan.

Administration

The Plan Administrator is the Benefit Plan Administrative Committee, whose members are appointed by the Company. The Savings Plan Investment Committee (the Committee), whose members are also appointed by the Company has responsibility for selecting and overseeing the plan investments. The Company holds authority to appoint trustees and has designated Bank of America, N.A. (Bank of America), formerly

Merrill Lynch Trust Company of America (Merrill Lynch), and Northern Trust Corporation (Northern Trust) as trustees for the Plan. Bank of America also provides recordkeeping and participant services.

Effective January 28, 2008, the Plan entered into a Master Trust Agreement with Northern Trust to establish a new DuPont and Related Companies Defined Contribution Plan Master Trust (Master Trust), which replaced the Master Trust held under Merrill Lynch. The objective of the new Master Trust is to allow participants from affiliated plans to invest in several custom designed investment choices through separately managed accounts. DuPont Capital Management Corporation (DCMC), a registered investment adviser and wholly-owned subsidiary of DuPont, has responsibility to oversee the investments managers and evaluate funds performances under the Master Trust, except for the Master Trust Stable Value Fund (Stable Value Fund), which is managed by DCMC.

Table of Contents

DuPont Retirement Savings Plan

Notes to Financial Statements

December 31, 2009 and 2008

Effective January 28, 2008, the Plan s investment elections offered prior to 2008, with the exception of the Company Stocks and the Stable Value Fund, were closed to new contributions. Participants were allowed to hold balances in some of the closed funds until April 2009, or transfer out some or all of the balances at any time, but were not permitted to invest additional contributions or request a fund transfer into these funds.

In January 2008 when the new investment choices became available, the following funds were liquidated and re-invested into similar predetermined investment funds in the Master Trust:

- Blackrock Balanced Capital Fund Class I
- MFS Total Return Fund Class A
- Barclays 3-Way Asset Allocation Fund
- Bank of America (formerly Merrill Lynch) Small Capital Index CT Tier 2
- Bank of America (formerly Merrill Lynch) Equity Index TR Tier 6
- Bank of America (formerly Merrill Lynch) International Index CT Tier 2

Participants who held closed funds until April 2009 were liquidated and re-invested into similar predetermined funds in the Master Trust.

The ConocoPhillips Stock was closed to new investments by Plan participants during previous years. Plan participants may not invest additional contributions or request a fund transfer into this fund. However, they may transfer out of the fund at any time.

Bank of America remained as the trustee for the balances in the closed funds, the Company stocks, and a new participant-directed brokerage account.

Eligibility

All employees of the Company or the Company s subsidiaries and general partnerships that have adopted the Plan are eligible to participate in this Plan, except represented employees in a bargaining unit that has not accepted the terms of this Plan and individuals who are classified by the Company as leased employees and independent contractors. Individuals who are receiving severance pay, retainer, or other fees under contract are not eligible to participate in the Plan.

Contributions

Eligible employees may participate in the Plan by authorizing the Company to make payroll deductions (participant savings). Participants may elect to make before-tax or after-tax contributions of 1% to 90% of eligible compensation, as defined. Effective January 1, 2008, participants are automatically enrolled in the Plan at a 3% before-tax savings rate, if no action is taken by the employee within 60 days from the date of hire. Under the automatic enrollment the participant assets are invested in accordance with a managed account feature offered by Bank of America, and before-tax contributions are increased 1% annually, up to a maximum of 6% of pay. The participant may elect not to participate in the plan at any time. All of the above participant s savings and elections are subject to regulatory and Plan limitations.

Beginning January 1, 2008, the Company makes a matching contribution equal to 100% of a participant s savings, up to 6% of eligible compensation. In addition, the Company makes a contribution (Retirement Savings Contribution) to each eligible employee account each month, equal to 3% of eligible pay, regardless of the employee s contribution election.

Table of Contents

DuPont Retirement Savings Plan

Notes to Financial Statements

December 31, 2009 and 2008

Participants direct the investment of the contributions into various investment options offered by the Plan. The Plan currently offers 5 passively managed index funds, 7 actively managed custom-designed funds, 12 target retirement funds, a Company Stock, and a self-directed brokerage account where participants can choose from approximately 1,300 funds from 70 mutual funds families. The Plan also contains an Employee Stock Ownership Plan (ESOP) where participants can elect to have dividends from the DuPont company stock paid out to them in cash instead of being reinvested in their Plan account. For the years ended December 31, 2009 and 2008, $1,410,046 and $1,334,649 in dividends were paid to participants in cash, respectively.

Vesting

Participant contributions and Company s matching contributions are fully and immediately vested. Retirement Savings Contributions are fully vested after any of the following circumstances:

- The participant has completed at least 3 years of service with the Company;
- The participant reaches age 65 while working for the Company;
- The participant terminates employment with the Company due to becoming totally disabled while working for the Company;
- The participant s job with the Company is eliminated;
- The participant s spouse is transferred by the Company to an employment location outside the immediate geographic area while the participant is working for the Company, and the participant terminates employment with the Company;
- The participant dies while actively employed by the Company.

Participant balances related to company contributions transferred from the ChemFirst Plan, and profit sharing contributions transferred from the DuPont 401(k) Plan that were not vested at the time of the merger in 2008 will continue to vest according to the previous plans vesting schedules.

Participant Accounts

The Plan s record-keeper maintains an account in the name of each participant to which each participant s contributions, Company s matching contributions, Retirement Savings Contributions, and allocations of Plan net earnings, losses and expenses, if any, are recorded. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant s vested account.

Payment of Benefits

Participants may request a full distribution of their accounts when they terminate employment with the Company and all affiliates. However, the Retirement Savings Contributions will be paid only to the extent that they are vested in the employee s account.On separation from service, a participant also may elect to receive the value of their account balance in installment payments. Required minimum distributions will begin in April of the calendar year following the later of the year in which the participant attains age 70½ or the year following retirement or termination of employment.

Participant Loans

Participants may borrow up to one-half of their non-forfeitable account balances subject to a $1,000 minimum and required regulatory loan maximum limitations. The loans are executed by promissory notes and have a minimum term of 1 year and a maximum term of 5 years, except for qualified residential loans, which have a maximum term of 10 years. The rate of interest on loans are commensurate with the prevailing interest rate charged on similar loans made within the same locale and time period and remain fixed for the life of the loan. The loans are repaid over the term in installments of principal and interest by

Table of Contents

DuPont Retirement Savings Plan

Notes to Financial Statements

December 31, 2009 and 2008

deduction from pay or pension checks or through ACH account debit. A participant also has the right to repay the loan in full, at any time, without penalty. At December 31, 2009, loan interest rates ranged from 4.00% to 10.00%.

Forfeited Accounts

At December 31, 2009 and 2008 forfeited non-vested accounts totaled $272,656 and $98, respectively. These accounts will be used to reduce future Company contributions or to pay administrative expenses. For the years ended December 31, 2009 and 2008, the Plan used $91,198 and $322,411 from forfeited non-vested accounts to pay for administrative expenses.

Administrative Expenses

Administrative expenses, including but not limited to, recordkeeping expenses, trustee fees and transactional costs may be paid by the Plan, at the election of the Plan Administrator. Expenses paid by the Plan for the years ended December 31, 2009 and 2008 were $1,088,809 and $2,128,041, respectively, net of fee reimbursements. Prior to the change to the current structure for participant investments which occurred in 2008, Fidelity Investments reimbursed the Plan for certain expenses associated with administering some of the Plan s investments. For the year ended December 31, 2008, the total fee reimbursements to the Plan amounted to $770,561. Brokerage fees, transfer taxes, investment fees and other expenses incidental to the purchase and sale of securities and investments shall be included in the cost of such securities or investments, or deducted from the sales proceeds, as the case may be.

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting in accordance with generally accepted accounting principles in the United States of America (GAAP).

Investment Valuation and Income Recognition

The Plan s investments are stated at fair value. Shares of registered investment companies (mutual funds) are valued at the net asset value of shares held by the Plan at year-end. Company stocks are valued at year-end market price of the common stocks. Participant loans are valued at their outstanding balances, which approximate fair value. Shares of common collective trusts (CCTs) valued at net asset value as reported by the CCTs trustee at year-end.

As described in Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 962, *Plan Accounting - Defined Contribution Pension Plans* (formerly known as FASB Staff Position (FSP) AAG INV-1 and Statement of Position 94-4-1, *Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans*), investment contracts held by a defined contribution plan are required to be reported at fair value. This applies even when the contracts are not held directly by the Plan but are underlying assets in the Master Trust investments held by the Plan. However, contract value is the relevant measurement of net assets available for benefits in a defined contribution plan that holds fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. As required by ASC 962, the Plan s interest in the Master Trust related to fully benefit-responsive contracts are stated at fair value with an adjustment to contract value in the Statement of Net Assets Available for Benefits. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Table of Contents

DuPont Retirement Savings Plan

Notes to Financial Statements

December 31, 2009 and 2008

Purchases and sales of investments are recorded on a trade-date basis. Realized gains and losses on the sale of company stocks are based on average cost of the securities sold. Interest income is recorded on the accrual basis. Dividend income is recorded on the ex-dividend date. Capital gain distributions are included in dividend income.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates that affect the financial statements and accompanying notes. Actual results could differ from those estimates.

Payment of Benefits

Benefits are recorded when paid.

New Accounting Standards Adopted

The accounting standards initially adopted in the 2009 financial statements described below affected certain note disclosures but did not impact the statements of net assets available for benefits or the statement of changes of net assets available for benefits.

Accounting Standards Codification

The FASB ASC became effective on July 1, 2009. At that date, the ASC became FASB s official source of authoritative GAAP applicable to all public and nonpublic nongovernmental entities, superseding existing guidance issued by the FASB, the American Institute of Certified Public Accountants (AICPA), the Emerging Issues Task Force and other related literature. The FASB also issues Accounting Standards Updates (ASU). An ASU communicates amendments to the ASC. An ASU also provides information to help a user of GAAP understand how and why GAAP is changing and when the changes will be effective.

Subsequent Events

In May 2009, the FASB issued ASC 855 (originally issued as FASB Statement No. 165, *Subsequent Events*) to establish general standards of accounting for and disclosing events that occur after the balance sheet date, but prior to the issuance of financial statements. ASC 855 provides guidance on when financial statements should be adjusted for subsequent events and requires companies to disclose subsequent events through the date the financial statements are issued. ASC 855 is effective for periods ending after June 15, 2009. The Plan s management has evaluated subsequent events through June 29, 2010, the date on which the financials statements were issued.

Updates to Fair Value Measurements and Disclosures

In April 2009, FSP 157-4, *Disclosures Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly*, was issued and later codified into ASC 820, which expanded disclosures and required that major categories for debt and equity securities in the fair value hierarchy table be determined on the basis of the nature and risks of the investments. This guidance was effective for interim and annual reporting periods ending after June 15, 2009.

In September 2009, the FASB issued ASU No. 2009-12, *Fair Value Measurements and Disclosures: Investments in Certain Entities That Calculate Net Asset per Share (or Its Equivalent)* (ASU No. 2009-12), which amended ASC Subtopic 820-10, *Fair Value Measurements and Disclosures - Overall*. ASU No. 2009-12 is effective for the first reporting period ending after December 15, 2009. ASU No. 2009-12 expands the required disclosures for certain investments with a reported net asset value. ASU No. 2009-

Table of Contents

DuPont Retirement Savings Plan

Notes to Financial Statements

December 31, 2009 and 2008

12 permits, as a practical expedient, an entity holding investments in certain entities that calculate net asset value per share or its equivalent for which the fair value is not readily determinable, to measure the fair value of such investments on the basis of that net asset value per share or its equivalent without adjustment. The ASU requires enhanced disclosures about the nature and risks of investments within its scope. Such disclosures include the nature of any restrictions on an investor s ability to redeem its investments at the measurement date, any unfunded commitments, and the investment strategies of the investee. The Plan has adopted ASU No. 2009-12 on a prospective basis for the year ended December 31, 2009. The effect of the adoption of the ASU had no impact on the statements of net assets available for benefits and statement of changes in net assets available for benefits.

Derivatives and Hedging

ASC 815 (originally issued as FASB Statement No. 161, *Disclosures about Derivative Instruments and Hedging Activities an amendment of FASB Statement No. 133*) was issued in March 2008, and is effective for fiscal years beginning after November 15, 2008. ASC 815 expands the required disclosures about an entity s derivative instruments and hedging activities. The Plan has adopted ASC 815 on a prospective basis for the year ended December 31, 2009. The effect of the adoption of the ASC 815 had no impact on the statements of net assets available for benefits and statement of changes in net assets available for benefits.

New Accounting Standards to Be Adopted

In January 2010, the FASB issued ASU No. 2010-06, *Fair Value Measurements and Disclosures* (ASU No. 2010-06), which amends ASC 820 (originally issued as FASB Statement No. 157, *Fair Value Measurements*), adding new disclosure requirements for Levels 1 and 2, separate disclosures of purchases, sales, issuances, and settlements relating to Level 3 measurements and clarification of existing fair value disclosures. ASU No. 2010-06 is effective for periods beginning after December 15, 2009, except for the requirement to provide Level 3 activity of purchases, sales, issuances, and settlements on a gross basis, which will be effective for fiscal years beginning after December 15, 2010. The Plan is currently evaluating the impact ASU No. 2010-06 will have on the financial statements.

NOTE 3 INVESTMENTS

Investments that represent 5% or more of the net assets available for benefits as of December 31, 2009 and 2008, consist of the Plan s interest in the Master Trust and investment in DuPont company stocks.

For the years ended December 31, 2009 and 2008, the Plan s investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value, as follows:

	2009	2008
Company stocks	$ 148,998,431	$ (323,028,554)
Mutual funds	(684,594)	(390,534,193)
Participant-directed brokerage account	17,507,362	(17,235,160)
Common/collective trust funds		(53,713,358)
Net appreciation (depreciation) in fair value of investments	$ 165,821,199	$ (784,511,265)

For the year ended December 31, 2009, the Plan net investment gain from interest in the Master Trust amounted to $763,565,476. For the year ended December 31, 2008, the Plan net investment loss from interest in the Master Trust amounted to $489,857,645.

Table of Contents

DuPont Retirement Savings Plan

Notes to Financial Statements

December 31, 2009 and 2008

NOTE 4 INTEREST IN MASTER TRUST

As previously described, effective January 28, 2008 the Plan entered into a Master Trust Agreement with Northern Trust to establish a new Master Trust. This Master Trust contains several actively managed investments pools, and commingled index funds offered to participants as core investment options and age-targeted options . The investment pools are administered by different investment managers through separately managed accounts at Northern Trust.

The Master Trust held at Merrill Lynch in 2007 contained a Stable Value Fund and three different Asset Allocation Funds: the Conservative, Moderate, and Aggressive Asset Allocation Funds. The Stable Value Funds investments were transferred to the Northern Trust Master Trust on January 28, 2008. The Asset Allocation Funds were liquidated and reinvested in the Northern Trust Master Trust as part of the transition to the new investment options offered by the Plan.

At December 31, 2009, the Master Trust includes the assets of the following plans:

- DuPont Retirement Savings Plan
- DuPont 401(k) and Profit Sharing Plan
- Thrift and Savings Plan for Employees of Sentinel Transportation, LLC

To participate in the Master Trust, affiliates who sponsor qualified savings plans and who have adopted the Master Trust Agreement are required to make payments to the Trustee of designated portions of employees savings and other contributions by the affiliate. Investment income relating to the Master Trust is allocated proportionately by investment fund to the plans within the Master Trust based on each plan s interest to the total fair value of the Master Trust investment funds. The Plan s undivided interest in the Master Trust was 99.33% and 99.53% as of December 31, 2009 and 2008, respectively.

Master Trust Investments
The investments of the Master Trust are reported at fair value. Purchases and sales of the investments within the Master Trust are reflected on a trade-date basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded on the accrual basis.

Cash and short-term investments include cash and short-term interest-bearing investments with initial maturities of three months or less. Such amounts are recorded at cost, plus accrued interest, which approximates fair value.

Mutual funds are valued at the net asset value of shares held by the Master Trust at year-end. Units held in CCTs are valued at the net asset value as reported by the CCTs trustee at year-end.

Common stock, preferred stock, fixed income securities, options and futures traded in active markets on national and international securities exchanges are valued at closing prices on the last business day of each period presented. Securities traded in markets that are not considered active are valued based on quoted market prices, broker or dealer quotations, or alternative pricing sources with reasonable levels of price transparency. Securities that trade infrequently and therefore have little or no price transparency are valued using the trustees or investment managers best estimates.

Forward foreign currency contracts are valued at fair value, as determined by the trustees (or independent third parties on behalf of the Master Trust), using quoted forward foreign currency exchange rates. At the end of each period presented, open contracts are valued at the current forward foreign currency exchange

Table of Contents

DuPont Retirement Savings Plan

Notes to Financial Statements

December 31, 2009 and 2008

rates, and the change in market value is recorded as an unrealized gain or loss. When the contract is closed or delivery taken, the Master Trust records a realized gain or loss equal to the difference between the value of the contract at the time it was opened and the value at the time it was closed.

Swap contracts are valued at fair value, as determined by the trustees (or independent third parties on behalf of the Master Trust) utilizing pricing models and taking into consideration exchange quotations on underlying instruments, dealer quotations and other market information.

Investments denominated in currencies other than the U.S. dollar are converted using exchange rates prevailing at the end of the periods presented. Purchases and sales of such investments are translated at the rate of exchange on the respective dates of such transactions.

As provided by ASC 962, an investment contract is generally required to be reported at fair value, rather than contract value, to the extent it is fully benefit-responsive. The fair value of the guaranteed investment contracts (GICs) is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations. The fair value of synthetic GICs is determined using the market price of the underlying securities and the fair value of the investment contract (wrapper). The fair value of the wrapper is determined by taking the difference between the actual wrap fee of the contract and the price at which the wrapper would issue an identical contract under current market conditions. That change in fees is applied to the year-end book value of the contract to determine the wrapper contract s fair value.

Table of Contents

DuPont Retirement Savings Plan

Notes to Financial Statements

December 31, 2009 and 2008

The following presents the Master Trust s net assets at December 31, 2009 and 2008:

	2009	2008
Assets		
Investments, at fair value		
Common stocks	$ 1,069,544,763	$ 671,342,429
Preferred stocks	5,662,597	1,885,459
Fixed income securities	28,258,005	25,532,985
Mutual funds	110,849,115	74,024,212
Common collective trusts	1,217,694,419	771,047,331
Investment contracts	5,492,836,673	5,302,911,435
Cash and short term investments	18,740,468	14,935,899
Total investments	7,943,586,040	6,861,679,750
Cash	55,938	100,393
Receivables for securities sold	3,653,373	779,964
Unrealized appreciation on foreign exchange contracts	246,716	1,241,407
Accrued income	1,305,186	1,389,690
Other assets		10,828
Total assets	7,948,847,253	6,865,202,032
Liabilities		
Payables for securities purchased	9,198,251	11,803,899
Accrued expenses	4,620,603	2,989,973
Other liabilities	28,955	354,181
Total liabilities	13,847,809	15,148,053
Master Trust net assets, at fair value	7,934,999,444	6,850,053,979
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(111,699,787)	88,536,686
Master Trust net assets	$ 7,823,299,657	$ 6,938,590,665

Table of Contents

DuPont Retirement Savings Plan

Notes to Financial Statements

December 31, 2009 and 2008

The following presents net investment gain (loss) for the Master Trust for the years ended December 31, 2009 and 2008:

	2009	2008
Change in net appreciation (depreciation) in fair value of investments:		
Investments, at market value		
Common stocks	$ 218,419,380	$ (454,080,361)
Preferred stocks	2,416,906	(606,243)
Mutual funds	28,179,483	(36,987,497)
Fixed income securities	4,325,901	(2,411,350)
Common collective trusts	300,209,972	(295,708,830)
Investment contracts	800,809	
Other	56,614	19,657
Net foreign currency exchange losses	(339,182)	(1,660,366)
Net depreciation on swap agreements	10,878	(68,412)
Net appreciation on foreign exchange contracts	(2,295,539)	2,001,809
Net appreciation on futures contracts	(59,035)	876,102
Net increase (decrease) from investments	551,726,187	(788,625,491)
Investment income (expense):		
Interest	215,921,464	283,913,122
Dividends	14,815,404	18,144,929
Administrative expenses	(11,511,874)	(7,859,207)
Net investment gain (loss)	$ 770,951,181	$ (494,426,647)

Investments of the Master Trust that represent 5% or more of the Master Trust assets as of December 31, 2009 and 2008 were as follows:

	2009	2008
Underlying Assets of Synthetic GIC s		
GEM Trust Short Duration	$ 619,605,204	$ 648,401,561
GEM Trust Risk-Controlled 1	682,195,256	637,726,645
GEM Trust Risk-Controlled 2	697,484,554	619,754,004
GEM Trust Opportunistic 1	546,691,462	495,476,947
GEM Trust Opportunistic 2	719,260,547	647,202,659
GEM Trust Opportunistic 3	606,115,121	525,796,789
PIMCO Low Duration Fund	724,412,126	556,523,428

Description of the Master Trust s Investment Contracts

The Stable Value Fund invests in traditional GICs, and synthetic GICs, which are backed by fixed income assets. The underlying investments held within the synthetic GICs are comprised of a low duration mutual fund managed by PIMCO and DCMC sponsored GEM Trusts. The GEM Trusts are commingled fixed income portfolios managed by DCMC and additional investment managers hired by DCMC that invest in high quality fixed income securities across the short, intermediate and core sectors. The crediting interest rates on investment contracts ranged from 3.69% to 5.83% for the year ended December 31, 2009 and from 3.32% to 5.83% for the year ended December 31, 2008. The weighted average credited interest rate

Table of Contents

DuPont Retirement Savings Plan

Notes to Financial Statements

December 31, 2009 and 2008

of return of the investment contracts based on the interest rate credited to participants was 4.06% for the year ended December 31, 2009 and 4.28% for the year ended December 31, 2008. The weighted average yield of the investment contracts based on the actual earnings of underlying assets in the Master Trust was 4.54% for the year ended December 31, 2009 and 4.83% for the year ended December 31, 2008.

For traditional GICs, the insurer maintains the assets in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. Synthetic GICs, backed by underlying assets, provide for a guaranteed return on principal and accrued interest over a specified period of time (i.e., period of time before the crediting rate reset) through benefit-responsive wrapper contracts issued by a third party assuming that the underlying assets meet the requirements of the GIC.

The contract or crediting rates for certain stable value investment contracts are reset six times per year and are based on the performance of the portfolio of assets underlying these contracts. Inputs used to determine the crediting rate include each contract s portfolio market value of fixed income assets, current yield-to-maturity, duration (similar to weighted average life) and market value relative to contract value. All contracts have a guaranteed rate of at least 0% or higher with respect to determining interest rate resets.

Traditional GICs expose the Stable Value Fund to direct credit risk associated with each contract issuer. To mitigate this risk, the investment guidelines prohibit DCMC from purchasing contracts from issuers with a credit rating lower than Aa3/AA. In addition, the weighted average credit rating of all contracts must be A3/A- or higher at all times and no single traditional GIC issuer may represent more than 5% of the total Stable Value Fund. Additionally, DCMC continually monitors external credit rating agencies. DCMC monitors credit rating history, downgrade/upgrade notifications, and analyst reports for all current and potential issuers. There are no reserves against contract value for credit risk of the contract issuer or otherwise.

Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value for plan permitted benefit payments. Certain events may limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (i) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan); (ii) changes to Plan s prohibition on competing investment options or deletion of equity wash provisions; (iii) bankruptcy of the Plan sponsor or other Plan sponsor events (i.e. divestitures or spin-offs of a subsidiary) which cause a significant withdrawal from the Plan or (iv) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan Administrator does not believe that the occurrence of any such value event, which would limit the Plan s ability to transact at contract value, is probable.

Based on certain events specified in fully benefit-responsive investment contracts (i.e., GICs and synthetic GICs), both the Plan/Trust and issuers of such investment contracts are permitted to terminate the investment contracts. If applicable, such terminations can occur prior to the scheduled maturity date.

Examples of termination events that permit issuers to terminate investment contracts include the following:

- The Plan Sponsor s receipt of a final determination notice from the Internal Revenue Service that the Plan does not qualify under Section 401(a) of the Code.
- The Trust ceases to be exempt from federal income taxation under Section 501(a) of the Code.

Table of Contents

DuPont Retirement Savings Plan

Notes to Financial Statements

December 31, 2009 and 2008

- The Plan/Trust or its representative breaches material obligations under the investment contract such as a failure to satisfy its fee payment obligations.
- The Plan/Trust or its representative makes a material misrepresentation.
- The Plan/Trust makes a material amendment to the Plan/Trust and/or the amendment adversely impacts the issuer.
- The Plan/Trust, without the issuer s consent, attempts to assign its interest in the investment contract.
- The balance of the contract value is zero or immaterial.
- Mutual consent.
- The termination event is not cured within a reasonable time period, i.e., 30 days.

For synthetic GICs, additional termination events include the following:

- The investment manager of the underlying securities is replaced without the prior written consent by the issuer.
- The underlying securities are managed in a way that does not comply with the investment guidelines.

At termination, the contract value is adjusted to reflect a discounted value based on surrender charges or other penalties for GICs.

For synthetic GICs, termination is at market value of the underlying securities less unpaid issuer fees or charges. If the termination event is not material based on industry standards, it may be possible for the Plan/Trust to exercise its right to require the issuer that initiated the termination to extend the investment contract for a period no greater than what it takes to immunize the underlying securities and/or it may be possible to replace the issuer of a synthetic GIC that terminates the contract with another synthetic GIC issuer. Both options help maintain the stable contract value.

Financial Instruments with Off-Balance-Sheet Risk in the Master Trust

In accordance with the investment strategy of the managed accounts, the Master Trust s investment managers execute transactions in various financial instruments that may give rise to varying degrees of off-balance-sheet market and credit risk. These instruments can be executed on an exchange or negotiated in the OTC market. These financial instruments include futures, forward settlement contracts, swap and option contracts.

Swap contracts include interest rate swap contracts which involve an agreement to exchange periodic interest payment streams (typically fixed vs. variable) calculated on an agreed upon periodic interest rate multiplied by a predetermined notional principal amount.

Market risk arises from the potential for changes in value of financial instruments resulting from fluctuations in interest and foreign exchange rates and in prices of debt and equity securities. The gross notional (or contractual) amounts used to express the volume of these transactions do not necessarily represent the amounts potentially subject to market risk. In many cases, these financial instruments serve to reduce, rather than increase, the Trust s exposure to losses from market or other risks. In addition, the measurement of market risk is meaningful only when all related and offsetting transactions are identified. The Trust s investment managers generally limit the Trust s market risk by holding or purchasing offsetting positions.

Table of Contents

DuPont Retirement Savings Plan

Notes to Financial Statements

December 31, 2009 and 2008

As a writer of option contracts, the Master Trust receives a premium to become obligated to buy or sell financial instruments for a period of time at the holder s option. During this period, the Trust bears the risk of an unfavorable change in the market value of the financial instrument underlying the option, but has no credit risk, as the counterparty has no performance obligation to the Trust once it has paid its cash premium.

The Master Trust is subject to credit risk of counterparty nonperformance on derivative contracts in a gain position, except for written options, which obligate the Trust to perform and do not give rise to any counterparty credit risk.

NOTE 5 FAIR VALUE MEASUREMENTS

ASC 820, *Fair Value Measurements and Disclosures*, established a single authoritative definition of fair value, set a framework for measuring fair value, and requires additional disclosures about fair value measurements. The framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described as follows:

Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 - Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly. Inputs on assets and liabilities with contractual terms must be observable for substantially the full contract term;

Level 3 - Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

A financial instrument s level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

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

Table of Contents

DuPont Retirement Savings Plan

Notes to Financial Statements

December 31, 2009 and 2008

The following presents the Plan and Master Trust s financial instruments carried at fair value on a recurring basis as of December 31, 2009 and 2008, and indicates the ASC 820 fair value hierarchy levels described above:

	Investments at Fair Value as of December 31, 2009			
	Level 1	**Level 2**	**Level 3**	**Total**
Plan s investments, excluding interest in Master Trust:				
Company stocks	$ 614,393,004	$	$	$ 614,393,004
Participant-directed brokerage accounts*	95,909,689			95,909,689
Participant loans			81,407,079	81,407,079
Total Plan s investments	$ 710,302,693	$	$ 81,407,079	$ 791,709,772
Master Trusts investments:				
Common stocks				
International common stocks	$ 128,216,804	$	$	$ 128,216,804
Large-cap domestic common stocks	609,918,604			609,918,604
Mid-cap domestic common stocks	286,302,553			286,302,553
Small-cap domestic common stocks	45,106,802			45,106,802
Total common stocks	1,069,544,763			1,069,544,763
Investment contracts:				
Traditional GICs		894,567,953		894,567,953
Wrapper contracts		2,504,450		2,504,450
Underlying assets on synthetic GICs:				
Mutual funds	724,412,126			724,412,126
Commingled funds		3,871,352,144		3,871,352,144
Total investment contracts	724,412,126	4,768,424,547		5,492,836,673
Preferred stocks	5,662,597			5,662,597
Fixed income securities		28,258,005		28,258,005
Mutual funds	110,849,115			110,849,115
Common collective trusts		1,217,694,419		1,217,694,419
Cash and short term investments		18,740,468		18,740,468
Total Trust investments assets	1,910,468,601	6,033,117,439		7,943,586,040
Other financial instruments**	(8,825)	226,586		217,761
Total Master Trust assets	$ 1,910,459,776	$ 6,033,344,025	$	$ 7,943,803,801

**Underlying assets on participant-directed brokerage accounts relate to mutual funds.*

***Other financial instruments include forwards, futures and options.*

17

Explanation of Responses:

Table of Contents

DuPont Retirement Savings Plan

Notes to Financial Statements

December 31, 2009 and 2008

	Investment Assets at Fair Value as of December 31, 2008			
	Level 1	**Level 2**	**Level 3**	**Total**
Plan s investments, excluding interest in Master Trust:				
Company stocks	$ 465,410,098	$	$	$ 465,410,098
Mutual funds	267,359,396			267,359,396
Participant-directed brokerage account*	44,912,224			44,912,224
Participant loans			83,268,206	83,268,206
Total Plan s investments	$ 777,681,718	$	$ 83,268,206	$ 860,949,924
Master Trust s investments:				
Common stocks	$ 669,061,967	$ 2,280,462	$	$ 671,342,429
Preferred stocks	1,885,459			1,885,459
Fixed income securities		25,532,985		25,532,985
Mutual funds	74,024,212			74,024,212
Common collective trusts		771,047,331		771,047,331
Investment contracts:				
Traditional GICs		924,277,687		924,277,687
Wrapper contracts		102,373,613		102,373,613
Underlying assets on synthetic GICs**	556,523,428	3,719,736,707		4,276,260,135
Cash and short term investments		14,935,899		14,935,899
Total Trust investments assets	1,301,495,066	5,560,184,684		6,861,679,750
Other financial instruments***	(42,394)	1,202,452		1,160,058
Total Master Trust assets	$ 1,301,452,672	$ 5,561,387,136	$	$ 6,862,839,808

**Underlying assets on participant-directed brokerage accounts relate to mutual funds.*

***Underlying assets on synthetic GICs include fixed income securities, commingled funds and mutual funds.*

****Other financial instruments include swaps, forwards, futures and options.*

The table below sets forth a summary of changes in the fair value of the Plan s level 3 investment assets for the years ended December 31, 2009 and 2008:

	Participant Loans	
	2009	**2008**
Balance, beginning of year	$ 83,268,206	$ 98,689,350
Purchases, sales, issuances, and settlements (net)	(1,861,127)	(15,421,144)
Balance, end of year	$ 81,407,079	$ 83,268,206

NOTE 6   ASSET TRANSFERS

Asset transfers to the Plan for the year ended December 31, 2009 of $86,968 represent participant investment account balances attributable to employees transferred from the DuPont 401(k).

Asset transfers in of $54,690,740 for the year ended December 31, 2008 represent the assets from the ChemFirst Plan and DuPont RSP and the participant investments from the DuPont 401(k) for employees of DuPont Displays and DuPont Authentication that were merged with the Plan at December 31, 2008. All ChemFirst Plan investments were liquidated at fair value and cash proceeds amounting to $27,240,566 and participant loans balances totaling $1,455,907 were transferred into the Plan as of the effective date of the merger. DuPont RSP assets with a fair value of $20,171,297 were transferred in-

Table of Contents

DuPont Retirement Savings Plan

Notes to Financial Statements

December 31, 2009 and 2008

kind to the Plan as of the date of the merger. DuPont 401(k) assets with a fair value of $5,822,970 were also transferred in-kind to the Plan as of the date of the merger.

Asset transfers out of the Plan for the year ended December 31, 2009 of $317,066 represent participant investment account balances attributable to employees transferred to the Pioneer Hi-Bred International, Inc. Savings Plan (Pioneer Plan), a plan of a Company affiliate.

Asset transfers out of the Plan for the year ended December 31, 2008 of $3,198,709 represent participant investment account balances amounting to $2,441,414 attributable to employees transferred to the Pioneer Plan, and transfers of $757,295 to the Kordsa, Inc. 401(k) Profit Sharing Plan, a plan for employees of a former Company affiliate.

NOTE 7 CONOCOPHILLIPS STOCK

On September 28, 1998, DuPont announced that the Board of Directors had approved a plan to divest DuPont s 100 percent-owned petroleum business, Conoco, Inc. On August 6, 1999, DuPont completed the planned divestiture through a tax-free split-off. DuPont exchanged its shares of Conoco, Inc. Class B common stock for shares of DuPont common stock. Plan participants had the option to exchange shares of DuPont Company stock, which were held in their participant accounts. For each share of DuPont common stock exchanged, the participant received an appropriate number of shares of Conoco Class B common stock. Accordingly, the Conoco Class B Stock Fund was created as an investment fund of the Plan. No additional shares of Conoco Class B common stock may be purchased by Plan participants through payroll deductions, fund transfers, or the reinvestment of dividends. Dividends earned on Conoco Class B common stock are distributed pro rata to the investment options in participants accounts based upon their current investment elections. On August 30, 2003, the Conoco Stock Fund became the ConocoPhillips Stock Fund. The balance on the Statement of Net Assets Available for Benefits within Company stocks related to ConocoPhillips stock was $40,894,391 and $44,320,807 at December 31, 2009 and 2008, respectively.

NOTE 8 RELATED PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds and units of common collective trust funds managed by Northern Trust and Bank of America, which also serve as trustees. In addition, the Plan offers the DuPont Company stock as an investment option. At December 31, 2009 the Plan held 17,032,925 shares of DuPont common stock valued at $573,498,613. At December 31, 2008 the Plan held 16,646,405 shares of DuPont common stock valued at $421,089,291. The Plan purchased $131,581,770 and $158,938,142 of stock during the years ended December 31, 2009 and December 31, 2008, respectively. The Plan sold $118,678,572 and $141,864,211 of stock during the years ended December 31, 2009 and December 31, 2008, respectively. The Plan holdings in shares of DuPont common stock as of December 31, 2008 include $906,154 received as part of the merger with the DuPont RSP and transfers from the DuPont 401(k) Plan. Transactions in these investments qualify as party-in-interest transactions which are exempt from the prohibited transaction rules of ERISA.

Also, the Stable Value Fund assets are managed by DCMC, under the terms of an investment management agreement between DCMC and the Company. DCMC hires additional investment managers to manage a portion of the fixed income assets backing synthetic GICs allocated to the Stable Value Fund. The amount of DCMC fees accrued and paid by the Stable Value fund was $1,737,004 and $2,124,557 for the years ended December 31, 2009 and December 31, 2008, respectively. DCMC fee amounts relate to the Master Trust and are allocated proportionately to the plans within the Master Trust based on each

Table of Contents

DuPont Retirement Savings Plan

Notes to Financial Statements

December 31, 2009 and 2008

plan s interest to the total fair value of the Master Trust investment funds. These fees qualify as party-in-interest transactions, which are exempt from prohibited transaction rules of ERISA.

NOTE 9 PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in the profit sharing contributions.

NOTE 10 TAX STATUS

The Plan is a qualified plan pursuant to Section 401(a) of the Internal Revenue Code (the Code) and the related Trusts are exempt from federal taxation under Section 501(a) of the Code. A favorable tax determination letter from the Internal Revenue Service dated October 9, 2003, covering the Plan and amendments through December 2, 2002, has been received by the Plan. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is designed and is currently operated in accordance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan s financial statements.

NOTE 11 RISKS AND UNCERTAINTIES

The Plan provides for various investment options, which include investments in any combination of equities, fixed income securities, individual guaranteed investment contracts, currency and commodities, futures, forwards, options and derivative contracts. Investment securities are exposed to various risks, such as interest rate, market and credit risk. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the value of investment securities, it is possible that changes in risks in the near term could materially affect participants account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statements of Changes in Net Assets Available for Benefits.

NOTE 12 RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2009 and 2008 to the Form 5500:

	2009	2008
Net assets available for benefits per the financial statements	$ 8,585,557,787	$ 7,819,250,787
Amounts allocated to withdrawing participants	(681,192)	(481,955)
Loans balances considered deemed distributions	(343,266)	
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	110,947,176	(88,185,424)
Net assets available for benefits per the Form 5500	$ 8,695,480,505	$ 7,730,583,408

20

Table of Contents

DuPont Retirement Savings Plan

Notes to Financial Statements

December 31, 2009 and 2008

The following is a reconciliation of the Plan s interest in the Master Trust gain per the financial statements for the year ended December 31, 2009 to the Form 5500:

		2009
Net appreciation in value of the Plan s interest in the Master Trust included in the financial statements	$	763,565,476
2009 adjustment from contract value to fair value for fully benefit-responsive investment contracts		110,947,176
2008 adjustment from contract value to fair value for fully benefit-responsive investment contracts		88,185,424
Net appreciation in value of the Plan s interest in the Master Trust per the Form 5500	$	962,698,076

Amounts allocated to withdrawing participants are recorded on the Form 5500 for benefit claims that have been processed and approved for payment prior to December 31 but are not yet paid as of that date. The following is a reconciliation of the benefits paid to participants per the financial statements to the Form 5500 for the year ended December 31, 2009:

		2009
Benefits paid to participants per the financial statements	$	601,713,147
Amounts allocated to withdrawing participants at December 31, 2009		681,192
Amounts allocated to withdrawing participants at December 31, 2008		(481,955)
Deemed distributions		343,266
Benefits paid to participants per the Form 5500	$	602,255,650

Table of Contents

Supplemental Schedule

Table of Contents

DuPont Retirement Savings Plan

Schedule of Assets (Held at End of Year) as of December 31, 2009

Attachment to Form 5500, Schedule H, Part IV, Line i

(a)	(b) Identity of Issue	(c) Description of Investment	(d) Cost		(e) Current Value
*	DuPont Company Stock	Company Stock	**	$	573,498,613
	ConocoPhillips Stock	Company Stock	**		40,894,391
*	Plan interest in the DuPont and Related Companies Defined Contribution Plan Master Trust	Master Trust	**		7,880,469,020
*	Participant-directed Brokerage Account	Brokerage Account	**		95,909,689
*	Participant Loans	4.00% to 10.00% - Maturing from January 2010 to January 2020	**		81,407,079
	Total Assets Held At End of Year			$	8,672,178,792

* Party in interest
** Cost not required for participant directed investments

22