

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), 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 2009 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ a single-employer plan;	☐ a DFE (specify) ____	
B This return/report is:	☐ the first return/report;	☐ the final return/report;	
	☐ an amended return/report;	☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here.	☐		
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan <u>APERIO TECHNOLOGIES, INC. 401(K) PLAN</u>	1b Three-digit plan number (PN) ►	<u>001</u>	
	1c Effective date of plan	<u>01/02/2002</u>	
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>APERIO TECHNOLOGIES, INC.</u> <u>DIRK SOENKSEN</u> <u>1360 PARK CENTER DRIVE</u> <u>VISTA, CA 92081</u>	2b Employer Identification Number (EIN) <u>33-0939292</u>	2c Sponsor's telephone number <u>760-304-6245</u>	2d Business code (see instructions) <u>541700</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/07/2010</u>	<u>DIRK SOENKSEN</u>
	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

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

Form 5500 (2009)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")

APERIO TECHNOLOGIES, INC.
 DIRK SOENKSEN
 1360 PARK CENTER DRIVE
 VISTA, CA 92081

3b Administrator's EIN

33-0939292

3c Administrator's telephone number

760-304-6245

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:**a** Sponsor's name**4b** EIN**4c** PN**5** Total number of participants at the beginning of the plan year**5**

151

6 Number of participants as of the end of the plan year (welfare plans complete only lines **6a**, **6b**, **6c**, and **6d**).**a** Active participants.....**6a**

136

b Retired or separated participants receiving benefits.....**6b**

0

c Other retired or separated participants entitled to future benefits.....**6c**

10

d Subtotal. Add lines **6a**, **6b**, and **6c**.....**6d**

146

e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....**6e**

0

f Total. Add lines **6d** and **6e**.....**6f**

146

g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....**6g**

87

h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....**6h**

0

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)**7****8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2E 2F 2G 2J 2K 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:**9a** Plan funding arrangement (check all that apply)

- (1) ☐ Insurance
 (2) ☐ Code section 412(e)(3) insurance contracts
 (3) ☒ Trust
 (4) ☐ General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- (1) ☐ Insurance
 (2) ☐ Code section 412(e)(3) insurance contracts
 (3) ☒ Trust
 (4) ☐ General assets of the sponsor

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

- (1) ☒ **R** (Retirement Plan Information)
 (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
 (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

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

SCHEDULE 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
		2009
		This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan APERIO TECHNOLOGIES, INC. 401(K) PLAN	B Three-digit plan number (PN)	001
C Plan sponsor's name as shown on line 2a of Form 5500 APERIO TECHNOLOGIES, INC.	D Employer Identification Number (EIN) 33-0939292	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	10957	17044
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	1444817	2482386
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	1455774	2499430

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1455774	2499430
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	0	
(B) Participants	2a(1)(B)	619992	
(C) Others (including rollovers)	2a(1)(C)	13440	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		633432

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	488	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		488

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	37716	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		37716

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

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		539972
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1211608

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	167052	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		167052
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	900	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		900
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		167952

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1043656
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: **MAYER HOFFMAN MCCANN P.C.**

(2) EIN: **43-1947695**

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 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 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.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		200000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		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.			

- 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)

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
		2009
		This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan <u>APERIO TECHNOLOGIES, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>APERIO TECHNOLOGIES, INC.</u>	D Employer Identification Number (EIN) <u>33-0939292</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>20-5950023</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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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	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 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
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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(es). If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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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.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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

Schedule R (Form 5500) 2009
v.092308.1

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 items 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 items 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 items 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 items 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 items 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 items 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 item 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. ☐

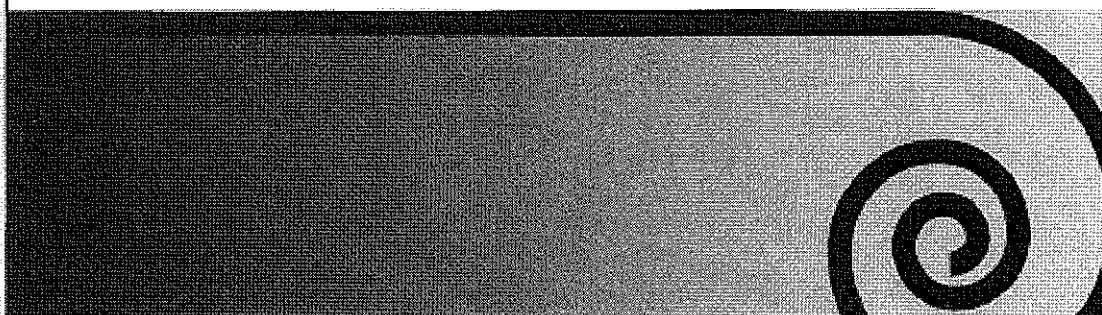
- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

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 item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

Aperio Technologies, Inc. 401(k) Plan



Financial Statements and Supplemental Schedule December 31, 2009 and 2008



Mayer
Hoffman
McCann P.C.
An Independent CPA Firm

Aperio Technologies, Inc.
401(k) Plan

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* Other schedules required by 29 CFR 2520.103-10 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA") have been omitted because they are not applicable.



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Independent Auditors' Report

To the Management of
Aperio Technologies, Inc. 401(k) Plan
1360 Park Center Drive
Vista, CA 92081

We have audited the financial statements and supplemental schedule of the **Aperio Technologies, Inc. 401(k) Plan** ("Plan") as of and for the year ended December 31, 2009, as listed in the accompanying index. These financial statements and supplemental schedule are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. 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. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2009, and the changes in net assets available for benefits for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Our audit was performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule, as listed in the accompanying index, is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the United States 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 audit 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.

We have compiled the accompanying statement of net assets available for benefits of the **Aperio Technologies, Inc. 401(k) Plan** as of December 31, 2008, in accordance with Statement on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.



A compilation is limited to presenting in the form of financial statements information that is the representation of management. We have not audited or reviewed the accompanying December 31, 2008 statement of net assets available for benefits and, accordingly, do not express an opinion or any other form of assurance on it.

Mayer Hoffman McCann, P.C.

September 29, 2010

Aperio Technologies, Inc.
401(k) Plan

Statements of Net Assets Available for Benefits

<i>December 31,</i>	2009	2008 <i>(unaudited)</i>
Assets		
Investments	\$ 2,482,386	\$ 1,444,817
Participant loans	17,044	10,957
Net Assets Available for Benefits	\$ 2,499,430	\$ 1,455,774

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

Aperio Technologies, Inc.
401(k) Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2009

Additions to Net Assets

Employee contributions	\$ 619,992
Employee rollovers	13,440
Interest and dividend income	38,204

Total additions 671,636

Deductions from Net Assets

Benefits paid to participants	167,052
Expenses	900

Total deductions 167,952

Net Appreciation of Investments 539,972

Net Increase in Net Assets Available for Benefits 1,043,656

Net Assets Available for Benefits, Beginning of Year (unaudited) 1,455,774

Net Assets Available for Benefits, End of Year \$ 2,499,430

The accompanying notes are an integral part of this financial statement.

Aperio Technologies, Inc. 401(k) Plan

Notes to Financial Statements

1. Description of the Plan

The following description of the **Aperio Technologies, Inc. 401(k) Plan** ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The **Aperio Technologies, Inc. 401(k) Plan** was established on January 2, 2002, as restated January 1, 2009, to enable eligible employees to share in Company earnings and permit employees to make pre-tax contributions to the Plan; thereby, providing employees with an opportunity to accumulate funds for their retirement. The Plan is a defined contribution plan established by Aperio Technologies, Inc. ("Company"). The Plan covers substantially all employees of the Company and is administered by the Company. T. Rowe Price Investment Services, Inc. ("Custodian") maintains the Plan assets. The Plan Trustee, an officer of the Company, has authority and responsibility for the management and investment of Plan assets.

Participants in the Plan may choose to have their deferral and employer match contribution allocated among 26 investment options. There are no non-participant directed funds.

Eligibility and automatic enrollment

The Plan covers all employees who have reached age 21. There is no service requirement. Employees are eligible to participate in the Plan on the first day of each month following eligibility. Newly eligible employees are automatically enrolled at 5% of the employee's compensation unless the employee affirmatively elects otherwise.

Contributions

Each participant may contribute a deferral percentage or flat dollar amount up to 100% of their annual pre-tax compensation subject to an annual limitation imposed by Internal Revenue Service regulations.

The Company may make discretionary matching contributions or profit-sharing contributions to the Plan. In 2009 there were no employer contributions to the Plan.

Vesting

The portions of the participant's account attributable to rollover contributions, elective deferral contributions and any earnings are 100% vested and non-forfeitable.

Aperio Technologies, Inc.
401(k) Plan

Notes to Financial Statements

<i>Vesting, cont'd</i>	Employer contributions vest 25% after two complete years of service, as defined in the Plan agreement, and an additional 25% for each complete year of service thereafter until fully vested.
<i>Forfeitures</i>	Unvested amounts forfeited by terminated employees are first used to pay administrative expenses. Any remaining amounts will be used to reduce future employer contributions payable under the Plan. There were no forfeitures in 2009.
<i>Allocations</i>	Each participant's account is credited with the participant's contribution and allocations of the Company's contribution and Plan earnings, and may be charged with an allocation of the Plan's administrative expenses. Allocations are based on participant compensation, as defined in the Plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.
<i>Loans</i>	The Plan allows participants to borrow against their vested balances. Participants may have up to two loans outstanding at a time, neither of which may be made for less than \$1,000 and the combined outstanding balance may not exceed the lesser of \$50,000 or 50% of a participant's vested balance. Loan repayment periods may not exceed five years except for loans used to acquire a principal residence. In such case, a reasonable repayment period shall be established. The loan interest rate is based on rates available for similar loans determined by the Company. Loans bear a reasonable rate of interest determined by the Company. Principal and interest is paid ratably through after-tax payroll deductions on at least a quarterly basis.
<i>Benefit payments</i>	<p>Upon termination of service due to death, disability, or retirement, a participant (or beneficiary) may receive the value of the vested interest in their account as a lump-sum distribution.</p> <p>Participants may withdraw any or all of their vested account balances at any time during the Plan year provided certain hardship conditions, as defined in the Plan agreement, have been met. Benefits are recorded when paid.</p>

Aperio Technologies, Inc.

401(k) Plan

Notes to Financial Statements

Plan expenses Direct fees and expenses related to the operation of the Plan are paid with forfeitures. Additional expenses not covered by forfeitures are paid from Plan assets and may be reimbursed by the Company.

Plan termination While the Company has not expressed any intent to terminate the Plan, in the event of such a termination, the Plan agreement provides that the participants' accounts become fully vested and nonforfeitable upon termination of the Plan. The Plan Administrator will facilitate the distribution of account balances in single lump-sum payments to each participant in accordance with Plan provisions until all assets have been distributed by the Trustee.

2. **Summary of Significant Accounting Policies**

A summary of the Plan's significant accounting policies consistently applied in the preparation of the accompanying financial statements follows.

Basis of accounting The Plan uses the accrual basis of accounting in conformity with U.S. generally accepted accounting principles.

Use of estimates The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expense during the reporting period. Actual results could differ from estimates.

Fair value measurement The Financial Accounting Standards Board ("FASB") establishes authoritative guidance on fair value measurements which 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).

Level 1 -- Valuation is based upon quoted prices in active markets for identical assets or liabilities.

Aperio Technologies, Inc.

401(k) Plan

Notes to Financial Statements

*Fair value
measurement,
cont'd*

Level 2 – Valuation is based upon other significant observable inputs (including quoted prices for similar assets or liabilities in active markets, identical or similar assets or liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability, etc.).

Level 3 – Valuation is based upon significant unobservable inputs, including the reporting entity's own assumptions in determining the fair value of investments.

The inputs or methodology used by valuing securities are not necessarily an indication of risk associated with investing in those securities.

The FASB issued additional guidance in 2009, which should be adopted on a prospective basis, requiring that fair values be detailed by major asset category within the fair value hierarchy. Retrospective adoption is not required and has not been adopted. Accordingly, a summary of the fair value hierarchy under this guidance is described below.

Assets at Fair Value as of December 31, 2009

	Level 1	Level 3	Total
Mutual funds:			
Growth funds	\$1,189,853	\$ -	\$1,189,853
Blend funds	969,846	-	969,846
Money market	151,754	-	151,754
Value funds	108,323	-	108,323
Bond funds	62,610	-	62,610
Participant loans	-	17,044	17,044
Total assets at fair value	\$2,482,386	\$ 17,044	\$2,499,430

Level 3 Assets Activity

	Participant Loans
Balance, beginning of year	\$ 10,957
Purchases, sales, issuances and settlements – net	6,087
Balance, end of year	\$ 17,044

Aperio Technologies, Inc.

401(k) Plan

Notes to Financial Statements

Fair value measurement, cont'd

Assets at Fair Value as of December 31, 2008

	Level 1	Level 3	Total
Mutual funds	\$ 1,444,817	\$ -	\$ 1,444,817
Participant loans	-	10,957	10,957
Total assets at fair value	\$ 1,444,817	\$ 10,957	\$ 1,455,774

Investment valuation and earnings

Mutual funds are stated at fair value. Fair value has been measured using quoted market prices in an active market. Participant loans are valued at the amount of unpaid principal, which approximates fair value. The Plan presents in the statement of changes in net assets available for benefits the net depreciation in the fair value of its investments which consists of the realized gains or losses and the unrealized appreciation or depreciation on those investments.

New accounting pronouncements

In June 2009 the FASB issued Statement of Financial Accounting Standards No. 168, *The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles ("GAAP")*, a replacement of FASB Statement No. 162. This statement establishes the FASB Accounting Standards Codification as the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements in conformity with GAAP. This statement was adopted and was effective for the Plan's financial statements for the year ended December 31, 2009. This statement does not change GAAP and its adoption did not impact the Plan's financial position or results of operation.

3. Investments

The following investments represent 5% or more of the Plan's net assets available for benefits at December 31:

Description of Investment	2009	2008
T. Rowe Price Retirement 2025	\$ 385,477	\$ 250,693
T. Rowe Price Retirement 2030	\$ 219,927	\$ 119,661
T. Rowe Price Retirement 2020	\$ 205,618	\$ 105,669
T. Rowe Price Retirement 2040	\$ 175,341	\$ 79,419
T. Rowe Price Retirement 2045	\$ 171,872	*
T. Rowe Price Capital Appreciation Fund	\$ 155,196	\$ 88,417
T. Rowe Price Prime Reserve Fund	\$ 151,754	\$ 109,199

* Investment balance is less than 5% of the Plan's net assets available for benefits.

Aperio Technologies, Inc.
401(k) Plan

Notes to Financial Statements

*Interest and
dividend income*

Interest and dividend income was \$38,204 for 2009.

*Net appreciation in
market value of
investments*

During 2009 the fair values of the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated by \$539,972.

4. Tax Status

The Plan is a non-standardized prototype plan. The non-standardized prototype plan received an opinion letter from the Internal Revenue Service dated March 31, 2008, indicating that the Plan is qualified under Section 401(a) of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan Administrator and the Plan's tax counsel believe that the Plan 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.

**5. Party-In-Interest
Transactions**

Certain Plan assets are invested in Custodian accounts. The Plan Trustee is also a participant in the Plan. These transactions qualify as party-in-interest transactions.

**6. Pending
Distributions**

There were no Plan assets allocated to participants who had elected to withdraw from the Plan as of December 31, 2009.

**7. Risk and
Uncertainties**

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

**8. Reconciliation
of the Financial
Statements to
Form 5500**

Net assets available for benefits, as reported in the financial statements, are consistent with the amount reported in the Form 5500.

Aperio Technologies, Inc.
401(k) Plan

Notes to Financial Statements

**9. Subsequent
Events**

Effective August 15, 2010, State Street Bank and Trust Company was named Trustee of the Plan.

The date through which subsequent events have been considered for these financial statements is the financial statement issuance date, September 29, 2010.

Aperio Technologies, Inc.
401(k) Plan

Supplemental Schedule

Aperio Technologies, Inc.
401(k) Plan

Schedule H, line 4i - Schedule of Assets (Held at Year End)

EIN: 33-0939292 Plan #001

December 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment in maturity date, rate of interest, collateral, par, or maturity value	(d) Cost**	(e) Current Value
*	T. Rowe Price Retirement 2025	Mutual Fund	\$ -	\$ 385,477
*	T. Rowe Price Retirement 2030	Mutual Fund	\$ -	\$ 219,927
*	T. Rowe Price Retirement 2020	Mutual Fund	\$ -	\$ 205,618
*	T. Rowe Price Retirement 2040	Mutual Fund	\$ -	\$ 175,341
*	T. Rowe Price Retirement 2045	Mutual Fund	\$ -	\$ 171,872
*	T. Rowe Price Capital Appreciation Fund	Mutual Fund	\$ -	\$ 155,196
*	T. Rowe Price Prime Reserve Fund	Money Market Fund	\$ -	\$ 151,754
*	T. Rowe Price Emerging European & Mediterranean Fund	Mutual Fund	\$ -	\$ 100,326
*	T. Rowe Price Mid Value Fund	Mutual Fund	\$ -	\$ 96,880
*	T. Rowe Price Retirement Income	Mutual Fund	\$ -	\$ 89,699
*	T. Rowe Price Retirement 2035	Mutual Fund	\$ -	\$ 82,933
*	T. Rowe Price Mid Cap Growth Fund	Mutual Fund	\$ -	\$ 79,412
*	T. Rowe Price International Discovery Fund	Mutual Fund	\$ -	\$ 73,208
*	T. Rowe Price Spectrum Growth Fund	Mutual Fund	\$ -	\$ 72,722
*	T. Rowe Price Global Stock Fund	Mutual Fund	\$ -	\$ 65,737
*	T. Rowe Price Equity Index Fund	Mutual Fund	\$ -	\$ 60,930
*	T. Rowe Price Personal Strategy Growth Fund	Mutual Fund	\$ -	\$ 55,661
*	T. Rowe Price Health Sciences Fund	Mutual Fund	\$ -	\$ 48,717
*	T. Rowe Price New Income Fund	Mutual Fund	\$ -	\$ 45,339
*	T. Rowe Price Small Cap Value Fund	Mutual Fund	\$ -	\$ 42,042
*	T. Rowe Price New Horizon Fund	Mutual Fund	\$ -	\$ 37,482

Aperio Technologies, Inc.
401(k) Plan

Schedule H, line 4i - Schedule of Assets (Held at Year End)

EIN: 33-0939292 Plan #001

December 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment in maturity date, rate of interest, collateral, par, or maturity value	(d) Cost**	(e) Current Value
*	T. Rowe Price Retirement 2010	Mutual Fund	\$ -	\$ 17,563
*	T. Rowe Price Emerging Markets Bond Fund	Mutual Fund	\$ -	\$ 17,271
*	T. Rowe Price Real Estate Fund	Mutual Fund	\$ -	\$ 13,322
	Goldman Sachs Mid Cap Value Fund	Mutual Fund	\$ -	\$ 11,443
*	T. Rowe Price Emerging Markets Stock	Mutual Fund	\$ -	\$ 6,514
*	Participant loans	3.25% - 9.25%	\$ -	\$ 17,044

* Represents a party-in-interest

** Cost omitted as allowed for participant directed transactions under an individual account plan.