Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
ATR INTERNATIONAL INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1993

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

ATR INTERNATIONAL INC.

1230 OAKMEAD PARKWAY, SUITE 110
SUNNYVALE, CA 94086

1230 OAKMEAD PARKWAY, SUITE 110
SUNNYVALE, CA 94086

2b Employer Identification Number (EIN)
77-0195781

2c Sponsor's telephone number
408-328-8000

2d Business code (see instructions)
541990

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2012	MARGARET BRYDEN
	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

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

1230 OAKMEAD PARKWAY, SUITE 110
SUNNYVALE, CA 94086

3b Administrator's EIN
77-0195781

3c Administrator's telephone number
408-328-8000

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**	390
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**	482
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	66
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	548
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	548
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	110
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	3
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 2T 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)	X	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)	X	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)	X	**R** (Retirement Plan Information)
(2)		**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)		**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2011** **This Form is Open to Public Inspection.**

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
ATR INTERNATIONAL INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ATR INTERNATIONAL INC.

D Employer Identification Number (EIN)
77-0195781

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FID.INV.INST.OPS.CO.

04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 60	RECORDKEEPER	275	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
EATON LG CAP VALUE A - BNY MELLON I P.O. BOX 9793 PROVIDENCE, RI 02940	0.50%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO TOT RETURN ADM - BOSTON FINAN 04-2526037	0.26%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
RAINIER LARGE CAP EQ - US BANCORP F 39-0281260	0.40%

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
ATR INTERNATIONAL INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
ATR INTERNATIONAL INC.

D Employer Identification Number (EIN)
77-0195781

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: FID MGD INC PORT

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)
04-3022712-024	C	480312

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
ATR INTERNATIONAL INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ATR INTERNATIONAL INC.

D Employer Identification Number (EIN)
77-0195781

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(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)	35913	78500
(9) Value of interest in common/collective trusts	1c(9)	507123	480312
(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)	2365370	2666595
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	2908406	3225407
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k		
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	2908406	3225407

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	80028	
(B) Participants	2a(1)(B)	319009	
(C) Others (including rollovers)	2a(1)(C)	41119	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		440156
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)	2981	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		2981
(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)	67900	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		67900
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		13517
(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)		-135746
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		388808
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	51820	
(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)		51820
f Corrective distributions (see instructions)	2f		19062
g Certain deemed distributions of participant loans (see instructions)	2g		552
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	373	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		373
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		71807
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		317001
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) [X] Disclaimer (4) [ ] Adverse

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

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

(1) Name: PETRINOVICH PUGH & COMPANY LLP (2) EIN: 94-1668792

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.)	**4a**		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	**4b**		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	**4c**		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	**4d**		X	
e	Was this plan covered by a fidelity bond?	**4e**	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	**4f**		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4g**		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4h**		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	**4i**	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	**4j**		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	**4k**		X	
l	Has the plan failed to provide any benefit when due under the plan?	**4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**4m**		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	**4n**		X	

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

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

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

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

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
ATR INTERNATIONAL INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ATR INTERNATIONAL INC.

D Employer Identification Number (EIN)
77-0195781

Part I Distributions

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

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

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

EIN(s): 04-6568107

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

ATR INTERNATIONAL, INC. 401(k) PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

DECEMBER 31, 2011 AND 2010

ATR INTERNATIONAL, INC. 401(k) PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

DECEMBER 31, 2011 AND 2010

Contents

Independent Auditors' Report	1
Financial Statements:	
Statements of Net Assets Available for Benefits	2
Statement of Changes in Net Assets Available for Benefits	3
Notes to Financial Statements	4 - 14
Supplemental Schedule:	
Schedule of Assets Held for Investment Purposes at End of Year	16

PP&CO | PETRINOVICH PUGH & CO LLP
Certified Public Accountants and Consultants
333 W SANTA CLARA STREET SUITE 830 SAN JOSE CA 95113
408.287.7911 PHONE 408.297.7836 FAX WWW.PPANDCO.COM

INDEPENDENT AUDITORS' REPORT

To the 401(k) Plan Administrative Committee
ATR International, Inc. 401(k) Plan
Sunnyvale, California

We were engaged to audit the accompanying statements of net assets available for benefits of the ATR International, Inc. 401(k) Plan (the Plan) as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011 and the supplemental schedule of assets held for investment purposes at end of the year as of December 31, 2011. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note H, which was certified by Fidelity Management Trust Company, custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2011 and 2010, that the information provided to the plan administrator by the custodian is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Petrinovich Pugh & Co, LLP

Petrinovich Pugh & Company, LLP

San Jose, California
October 8, 2012

ATR INTERNATIONAL, INC. 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2011 AND 2010

ASSETS	2011	2010
Investments at fair value:		
Mutual funds	$ 2,666,594	$ 2,365,370
Common/collective trusts	479,056	506,178
Wrapper contracts	1,256	944
Total investments	3,146,906	2,872,492
Notes receivable from participants	78,500	35,913
Total assets	3,225,406	2,908,405
LIABILITIES		
Excess contributions payable	17,390	19,062
Total payables	17,390	19,062
Total net assets at fair value	3,208,016	2,889,343
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(11,846)	(4,123)
Net assets available for benefits	$ 3,196,170	$ 2,885,220

See independent auditors' report
and accompanying notes to financial statements.

ATR INTERNATIONAL, INC. 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2011

ADDITIONS:		
Additions to net assets attributed to:		
Investment income:		
Interest and dividend income	$	73,693
Interest income on notes receivable from participants		2,981
Contributions:		
Participant		360,128
Employer		80,028
Total contributions		440,156
Total additions		516,830
DEDUCTIONS:		
Deductions from net assets attributed to:		
Net depreciation in fair value of investments		135,745
Distributions to participants		69,762
Administrative expenses		373
Total deductions		205,880
Net increase		310,950
Net assets available for benefits:		
Beginning of year		2,885,220
End of year	$	3,196,170

See independent auditors' report
and accompanying notes to financial statements.

ATR INTERNATIONAL, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

NOTE A - DESCRIPTION OF THE PLAN

The following description of the ATR International, Inc. 401(k) Plan (the Plan), provides only general information. Participants should refer to the Plan's adoption agreement and amendments for a more complete description of the Plan's provisions.

General: The Plan, a defined contribution plan qualified under Section 401(k) and related provisions of the Internal Revenue Code, was established effective January 1, 1993. The Plan was designed to provide participants with a means to defer a portion of their compensation for retirement funds and to provide benefits in the event of disability, death or financial hardship. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Plan administrator: ATR International, Inc., (the Company) is the administrator of the Plan, and as such, carries out the duties imposed under ERISA. The Company has delegated the responsibility for the operation and administration of the Plan to Fidelity Management Trust Company. Certain expenses of the Plan are paid by the Company. Administrative costs paid by the Company were approximately $39,000 and $43,000 for 2011 and 2010, respectively.

Eligibility: Any employee who is 21 years of age or older and has worked at least 1,000 hours during a one year period from date of employment is eligible to participate in the Plan.

Contributions: Contributions to a qualified plan are tax deferred and therefore are not included in a participant's compensation for federal income tax purposes until distributed to the participant. Under the Plan, participants may elect to contribute annually 60 percent of their annual compensation on a pretax basis up to a maximum of $16,500 for 2011 and 2010. The maximum contribution is normally adjusted annually by an inflation index. Participants are also allowed to rollover contributions from other qualified employer sponsored retirement plans. Such contributions are deposited in the appropriate investment funds in accordance with the participants' directives. Eligible participants age 50 or older are permitted to make catch-up contributions. The maximum catch-up contributions were $5,500 for 2011 and 2010. The maximum catch-up contribution for each year is determined by the Internal Revenue Service.

The Company may make matching or discretionary contributions. The employer matching contributions are equal to 50 percent of the participating employee's salary deferral contribution, but not to exceed 3 percent of the employee's compensation. Employer contributions were made to the Plan in the amount of $80,028 and $42,087 in 2011 and 2010, respectively.

NOTE A - DESCRIPTION OF THE PLAN (CONTINUED)

Investment options: Participants could direct the allocation of their contributions to any one or a combination of the following investment funds which were managed by Fidelity Management Trust Fund:

- Fidelity Balanced Fund
- Fidelity Blue Chip Growth Fund
- Fidelity Dividend Growth Fund
- Fidelity Equity Income II Fund
- Fidelity Freedom 2000 Fund
- Fidelity Freedom 2005 Fund
- Fidelity Freedom 2010 Fund
- Fidelity Freedom 2015 Fund
- Fidelity Freedom 2020 Fund
- Fidelity Freedom 2025 Fund
- Fidelity Freedom 2030 Fund
- Fidelity Freedom 2035 Fund
- Fidelity Freedom 2040 Fund
- Fidelity Freedom 2045 Fund
- Fidelity Freedom 2050 Fund
- Fidelity Freedom Income Fund
- Fidelity Fund
- Fidelity International Discovery Fund
- Fidelity Investment Grade Bond Fund
- Fidelity Leveraged Company Stock Fund
- Fidelity Managed Income Portfolio Fund
- Fidelity Puritan Fund
- Fidelity Real Estate Income Fund
- Fidelity Stock Selector Small Cap Fund
- Pimco Total Return Fund - Administrative Class
- Rainer Large Cap Equity Fund
- Spartan 500 Index Investment Fund
- Eaton Vance Large Cap Value Fund Class A

Participant accounts: Each participant's account is credited with the participant's contributions and employer's contributions and an allocation of the Plan earnings based on the ratio of the participant's balance to all participants' account balances.

NOTE A - DESCRIPTION OF THE PLAN (CONTINUED)

Vesting: The value of each participant's account is fully vested and non-forfeitable at all times for participant contributions, rollover contributions and the interest and earnings on those dollars. Any contributions not listed above are fully vested after seven years for contributions made prior to 2002. Effective January 1, 2002, the employer matching contributions and earnings are fully vested after six years and employer discretionary contributions are fully vested after seven years.

Forfeitures: Forfeitures are created when participants terminate employment before becoming entitled to their full benefits under the Plan or result from violation of the discrimination limit applicable to employer matching contributions. Forfeitures can be applied to reduce employer contributions or pay administrative expenses payable under the Plan. The unapplied forfeited non-vested accounts totaled $101,127 and $90,945 at December 31, 2011 and 2010, respectively. No forfeitures were applied to reduce employer contributions in 2011. Forfeitures applied to reduce employer contributions in 2010 totaled $27,641.

Distributions: Distributions from the Plan are available upon any of the following situations: termination of employment at the Company, retirement, total disability, death, employee's reaching age 59-1/2 or qualified "financial hardship." All distributions from the Plan will be taxed as ordinary income for federal income tax purposes unless the participant elects to directly roll his or her distribution into an Individual Retirement Account (IRA) or the distribution qualifies for special tax treatment.

Participant loans: A participant may borrow an amount not to exceed the lesser of $50,000 (reduced by the highest outstanding loan balance incurred in the previous one-year period) or one-half the vested interest in the participant's account. The minimum loan amount is $1,000. The term of the loan shall not exceed five years except in the case of a loan for the purpose of purchasing the principal residence of the participant in which case the term of a loan may not exceed ten years. The interest rate is based upon a rate reasonable at the time of application, considering the purpose of the loan and the rate being charged by representative commercial banks in the local area for a similar loan. Loans are considered in default if any scheduled repayment remains unpaid as of the last business day of the calendar quarter following the calendar quarter in which a loan is initially considered past due. In the event of default, death, disability or termination of employment, the entire outstanding principal and accrued interest shall be immediately due and payable.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting: The financial statements of the Plan are prepared on the accrual basis of accounting.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Use of estimates: The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment valuation and income recognition: Fair value for funds is based on quoted prices in active markets for identical assets or other significant observable inputs. (For more information on valuation inputs, please refer to Note G - Fair Value Measurements). Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the plan's gains and losses on investments bought and sold as well as held during the year. The Plan's investments are held in a trust administered by Fidelity Management Trust Company.

In accordance with ASC 962-325-50-3, *Disclosure of Fully Benefit-Responsive Investment Contracts*; investments in the accompanying Statements of Net Assets Available for Benefits include fully benefit-responsive investment contracts recognized at fair value. ASC 962-325-50-3 requires fully benefit-responsive investment contracts to be reported at fair value in the Plan's statement of assets available for benefits with a corresponding adjustment to reflect these investments at contract value.

The Plan has fully benefit-responsive investments with Fidelity Management Trust Company ("Fidelity"). Fidelity maintains the contributions in the Fidelity Managed Income Portfolio Fund (the Portfolio) which invests in assets (typically fixed-income securities or bond funds and may include derivative instruments such as futures contracts and swap agreements), enters into a "wrapper" contract issued principally by insurance companies and financial institutions and invests in cash equivalents represented by shares in a money market fund. A wrap contract is an agreement by the issuer to pay a portfolio the difference between the contract value and the market value of the underlying assets once the market value has been totally exhausted. Wrap contracts are designed to pay all participant-initiated transactions at contract value. Contract value represents the sum of all benefits owed to participants in the portfolio. The contracts are included in the financial statements at fair value and then adjusted to contract value as reported to the Plan by Fidelity. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. However, the wrap contracts limit the ability of a portfolio to transact at contract value upon the occurrence of certain events.

Plan management believes that the occurrence of events that would cause the Plan to transact at less than contract value is not probable. A wrap issuer may terminate a wrap contract for cause at any time. In the event that the market value of the Portfolio's covered assets is below contract value at the time of such termination, Fidelity may elect to keep the wrap contract in place until such time as the market value of the Portfolio's covered assets is equal to contract value. A wrap issuer may also

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investment valuation and income recognition (continued): terminate a wrap contract if Fidelity's investment management authority over the Portfolio is limited or terminated as well as if all of the terms of the wrap contract fail to be met. In the event that the market value of the Portfolio's covered assets is below contract value at the time of such termination, the terminating wrap provider would not be required to make a payment to the Portfolio. Wrap contracts accrue interest using a formula called the "crediting rate".

Using the crediting rate formula, an estimated future market value is calculated by compounding a portfolio's current market value at a portfolio's current yield to maturity for a period equal to a portfolio's duration.

The crediting rate is the discount rate that equates that estimated future market value with such portfolio's current contract value. Crediting rates are reset monthly. The wrap contracts provide a guarantee that the crediting rate will not fall below zero. The crediting rate, and hence a portfolio's return, may be affected by many factors, including purchases and redemptions by unit holders. Crediting interest rates as of December 31, 2011 and 2010 were 1.39 percent, and 1.44 percent, respectively. Average yields earned for 2011 and 2010 were 1.20 percent and 1.22 percent, respectively. The average yields credited to participants for 2011 and 2010 were 1.92 percent and 2.68 percent, respectively.

Payment of benefits: Benefits are recorded when paid.

Subsequent events: ASC 855-10 *Subsequent Events,* requires additional disclosure for events or transactions that occur after the statement of net assets available for benefits date. The Plan has no significant subsequent events as of October 8, 2012. The Plan has not evaluated subsequent events after this date in the statements presented.

NOTE C - INCOME TAX STATUS

The Company received a determination letter from the Internal Revenue Service on March 6, 1991 that the Plan qualifies under Sections 401(a) and 401(k) of the Internal Revenue Code and is therefore exempt from federal income taxes under Section 501(a) of the Code. The Company also received a determination letter from the Internal Revenue Service on May 10, 1993 regarding amendments made to the Plan during 1993. The Plan is also exempt from state income taxes. 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.

NOTE C - INCOME TAX STATUS (CONTINUED)

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would be sustained upon examination by the various taxing authorities and government agencies. The plan administrator has analyzed the tax position taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes that the Plan is no longer subject to income tax examinations for tax years prior to 2008.

NOTE D - RELATED-PARTY TRANSACTIONS

Certain plan investments are shares of mutual funds managed by Fidelity. Fidelity is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

NOTE E - PLAN TERMINATION

While the Company has not expressed any intent to terminate the Plan, it is free to do so at any time subject to the provisions of ERISA. In the event of termination, the employees' accounts will be paid in accordance with the provisions of the Plan as soon as practicable.

NOTE F - INVESTMENTS

The following presents investments at December 31, 2011 and 2010 that represent 5 percent or more of the Plan's net assets.

	2011	2010
Pimco Total Return Fund – Administrative Class 50,605 and 40,363 units, respectively	$ 550,074	$ 437,934
Fidelity Blue Chip Growth Fund 12,366 and 11,714 units, respectively	524,685	531,251
Fidelity Managed Income Portfolio Fund 468,466 and 502,999 units, respectively	480,312	507,122
Fidelity Fund 9,201 and 9,272 units, respectively	286,602	298,102
Fidelity Puritan Fund 13,692 and 12,108 units, respectively	242,211	216,849
Fidelity International Discovery Fund 8,118 and 5,532 units, respectively	224,127	182,762

NOTE F – INVESTMENTS (CONTINUED)

During 2011 the Plan's investments (including investments bought, sold, and held during the year) depreciated in value by $135,745 as follows:

Mutual Funds:	
Balanced/Asset Allocation	$ (15,105)
Fixed Income	(35)
International Equity	(41,601)
Large U.S. Equity	(50,963)
Small/Mid U.S. Equity	(28,041)
	$ (135,745)

NOTE G - FAIR VALUE MEASUREMENTS

ASC 820-10, *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives 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 820-10 are described as follows:

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

Level 2 - Inputs to the valuation methodology include:

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

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

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

NOTE G - FAIR VALUE MEASUREMENTS (CONTINUED)

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Mutual funds: Mutual Funds are valued based on quoted prices in active markets for identical assets as of December 31, 2011 and 2010.

Common collective trust: Valuations for the Fidelity Managed Income Portfolio Fund are based on both level 1 and level 2 inputs and as such, it is disclosed as level 2 in the table below. The valuation for this fund is provided by Fidelity Management Trust Company.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011 and 2010.

	2011			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Balanced/Asset Allocation	$ 586,746	$ -	$ -	$ 586,746
Fixed Income	550,074	-	-	550,074
International Equity	224,127	-	-	224,127
Large U.S. Equity	768,688	-	-	768,688
Small/Mid U.S. Equity	536,959	-	-	536,959
Common/collective trusts	-	479,056	-	479,056
Wrapper contracts	-	1,256	-	1,256
	$ 2,666,594	$ 480,312	$ -	$ 3,146,906

NOTE G - FAIR VALUE MEASUREMENTS (CONTINUED)

	2010			
	Level 1	Level 2	Level 3	Total
Mutual funds				
Balanced/Asset Allocation	$ 472,164	$ -	$ -	$ 472,164
Fixed Income	437,934	-	-	437,934
International Equity	182,762	-	-	182,762
Large U.S. Equity	692,376	-	-	692,376
Small/Mid U.S. Equity	580,134	-	-	580,134
Common/collective trusts	-	506,178	-	506,178
Wrapper contracts	-	944	-	944
	$ 2,365,370	$ 507,122	$ -	$ 2,872,492

NOTE H - INFORMATION PREPARED AND CERTIFIED BY CUSTODIAN

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified as complete and accurate by the custodian:

	2011	2010
Investment in mutual funds at fair value	$ 2,666,594	$ 2,365,370
Investment in common/collective trusts at fair value	479,056	506,178
Notes receivable from participants	78,500	35,913
Wrapper contracts at fair value	1,256	944
Net (depreciation) appreciation in fair value of investments	(135,745)	239,159
Interest and dividend income	73,693	59,871
Interest income on notes receivable from participants	2,981	2,438
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(11,846)	(4,123)

ATR INTERNATIONAL, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

NOTE I - RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements and Schedule H of Form 5500 at December 31, 2011 and 2010:

	2011	2010
Net assets available for benefits per financial statements	$ 3,196,170	$ 2,885,220
Corrective distributions	17,390	19,062
Adjustment from fair value to contract value for fully-benefit responsive investment contracts	11,846	4,123
Net assets available for benefits per Schedule H of Form 5500	$ 3,225,406	$ 2,908,405

The following is a reconciliation of benefits paid to participants per the financial statements and Schedule H of Form 5500 for the years ended December 31, 2011 and 2010:

	2011	2010
Distributions paid to participants per financial statements	$ 69,762	$ 109,010
Current year corrective distributions	(17,390)	(19,062)
Prior year corrective distributions	19,062	28,345
Distributions to participants per Schedule H of the Form 5500	$ 71,434	$ 118,293

NOTE I - RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500 (CONTINUED)

The following is a reconciliation of dividend and interest income per the financial statements and Schedule H of Form 5500 for the years ended December 31, 2011 and 2010:

	2011	2010
Dividend and interest income per financial statements	$ 73,693	$ 59,871
Current year fair value to contract value adjustment	11,846	4,123
Prior year fair value to contract value adjustment	(4,123)	8,933
Dividends and interest per Schedule H of the Form 5500	$ 81,416	$ 72,927

NOTE J - RISKS AND UNCERTAINTIES

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

SUPPLEMENTAL SCHEDULE

ATR INTERNATIONAL, INC. 401(k) PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

DECEMBER 31, 2011

Federal employer identification number - 77-0195781
Plan number - 001

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(e) Current value
	Pimco Total Return Fund - Administrative Class	50,605 mutual fund units	$ 550,074
*	Fidelity Blue Chip Growth Fund	12,366 mutual fund units	524,685
*	Fidelity Managed Income Portfolio Fund	468,466 mutual fund units	480,312
*	Fidelity Fund	9,201 mutual fund units	286,602
*	Fidelity Puritan Fund	13,692 mutual fund units	242,211
*	Fidelity International Discovery Fund	8,118 mutual fund units	224,127
	Eaton Vance Large Cap Value Fund Class A	8,668 mutual fund units	148,489
*	Fidelity Leveraged Company Stock Fund	5,853 mutual fund units	146,967
*	Fidelity Balanced Fund	6,154 mutual fund units	111,943
	Spartan 500 Index Investment Fund	2,141 mutual fund units	95,247
*	Fidelity Freedom 2020 Fund	6,726 mutual fund units	88,245
*	Fidelity Stock Selector Small Cap Fund	2,945 mutual fund units	53,104
*	Fidelity Real Estate Income Fund	4,906 mutual fund units	50,284
*	Fidelity Freedom 2010 Fund	3,045 mutual fund units	39,888
*	Fidelity Freedom 2040 Fund	4,086 mutual fund units	30,076
*	Fidelity Freedom Income Fund	2,053 mutual fund units	23,077
*	Fidelity Freedom 2050 Fund	2,382 mutual fund units	20,346
*	Fidelity Freedom 2000 Fund	1,258 mutual fund units	14,949
*	Fidelity Freedom 2035 Fund	694 mutual fund units	7,318
*	Fidelity Freedom 2030 Fund	566 mutual fund units	7,262
*	Fidelity Freedom 2015 Fund	124 mutual fund units	1,354
	Rainier Large Cap Equity Fund	11 mutual fund units	267
*	Fidelity Freedom 2005 Fund	7 mutual fund units	79
	Total Investments at Fair Value		3,146,906
*	Notes Receivable from Participants	Interest at 4.5%	78,500
	Total		$ 3,225,406

* Denotes related party

ATR INTERNATIONAL, INC. 401(k) PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

DECEMBER 31, 2011 AND 2010

ATR INTERNATIONAL, INC. 401(k) PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

DECEMBER 31, 2011 AND 2010

Contents

Independent Auditors' Report	1
Financial Statements:	
Statements of Net Assets Available for Benefits	2
Statement of Changes in Net Assets Available for Benefits	3
Notes to Financial Statements	4 - 14
Supplemental Schedule:	
Schedule of Assets Held for Investment Purposes at End of Year	16

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INDEPENDENT AUDITORS' REPORT

To the 401(k) Plan Administrative Committee
ATR International, Inc. 401(k) Plan
Sunnyvale, California

We were engaged to audit the accompanying statements of net assets available for benefits of the ATR International, Inc. 401(k) Plan (the Plan) as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011 and the supplemental schedule of assets held for investment purposes at end of the year as of December 31, 2011. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note H, which was certified by Fidelity Management Trust Company, custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2011 and 2010, that the information provided to the plan administrator by the custodian is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Petrinovich Pugh & Co, LLP

Petrinovich Pugh & Company, LLP

San Jose, California
October 8, 2012

ATR INTERNATIONAL, INC. 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2011 AND 2010

ASSETS	2011	2010
Investments at fair value:		
Mutual funds	$ 2,666,594	$ 2,365,370
Common/collective trusts	479,056	506,178
Wrapper contracts	1,256	944
Total investments	3,146,906	2,872,492
Notes receivable from participants	78,500	35,913
Total assets	3,225,406	2,908,405
LIABILITIES		
Excess contributions payable	17,390	19,062
Total payables	17,390	19,062
Total net assets at fair value	3,208,016	2,889,343
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(11,846)	(4,123)
Net assets available for benefits	$ 3,196,170	$ 2,885,220

See independent auditors' report
and accompanying notes to financial statements.

ATR INTERNATIONAL, INC. 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2011

ADDITIONS:		
Additions to net assets attributed to:		
Investment income:		
Interest and dividend income	$	73,693
Interest income on notes receivable from participants		2,981
Contributions:		
Participant		360,128
Employer		80,028
Total contributions		440,156
Total additions		516,830
DEDUCTIONS:		
Deductions from net assets attributed to:		
Net depreciation in fair value of investments		135,745
Distributions to participants		69,762
Administrative expenses		373
Total deductions		205,880
Net increase		310,950
Net assets available for benefits:		
Beginning of year		2,885,220
End of year	$	3,196,170

See independent auditors' report
and accompanying notes to financial statements.

ATR INTERNATIONAL, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

NOTE A - DESCRIPTION OF THE PLAN

The following description of the ATR International, Inc. 401(k) Plan (the Plan), provides only general information. Participants should refer to the Plan's adoption agreement and amendments for a more complete description of the Plan's provisions.

General: The Plan, a defined contribution plan qualified under Section 401(k) and related provisions of the Internal Revenue Code, was established effective January 1, 1993. The Plan was designed to provide participants with a means to defer a portion of their compensation for retirement funds and to provide benefits in the event of disability, death or financial hardship. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Plan administrator: ATR International, Inc., (the Company) is the administrator of the Plan, and as such, carries out the duties imposed under ERISA. The Company has delegated the responsibility for the operation and administration of the Plan to Fidelity Management Trust Company. Certain expenses of the Plan are paid by the Company. Administrative costs paid by the Company were approximately $39,000 and $43,000 for 2011 and 2010, respectively.

Eligibility: Any employee who is 21 years of age or older and has worked at least 1,000 hours during a one year period from date of employment is eligible to participate in the Plan.

Contributions: Contributions to a qualified plan are tax deferred and therefore are not included in a participant's compensation for federal income tax purposes until distributed to the participant. Under the Plan, participants may elect to contribute annually 60 percent of their annual compensation on a pretax basis up to a maximum of $16,500 for 2011 and 2010. The maximum contribution is normally adjusted annually by an inflation index. Participants are also allowed to rollover contributions from other qualified employer sponsored retirement plans. Such contributions are deposited in the appropriate investment funds in accordance with the participants' directives. Eligible participants age 50 or older are permitted to make catch-up contributions. The maximum catch-up contributions were $5,500 for 2011 and 2010. The maximum catch-up contribution for each year is determined by the Internal Revenue Service.

The Company may make matching or discretionary contributions. The employer matching contributions are equal to 50 percent of the participating employee's salary deferral contribution, but not to exceed 3 percent of the employee's compensation. Employer contributions were made to the Plan in the amount of $80,028 and $42,087 in 2011 and 2010, respectively.

NOTE A - DESCRIPTION OF THE PLAN (CONTINUED)

Investment options: Participants could direct the allocation of their contributions to any one or a combination of the following investment funds which were managed by Fidelity Management Trust Fund:

- Fidelity Balanced Fund
- Fidelity Blue Chip Growth Fund
- Fidelity Dividend Growth Fund
- Fidelity Equity Income II Fund
- Fidelity Freedom 2000 Fund
- Fidelity Freedom 2005 Fund
- Fidelity Freedom 2010 Fund
- Fidelity Freedom 2015 Fund
- Fidelity Freedom 2020 Fund
- Fidelity Freedom 2025 Fund
- Fidelity Freedom 2030 Fund
- Fidelity Freedom 2035 Fund
- Fidelity Freedom 2040 Fund
- Fidelity Freedom 2045 Fund
- Fidelity Freedom 2050 Fund
- Fidelity Freedom Income Fund
- Fidelity Fund
- Fidelity International Discovery Fund
- Fidelity Investment Grade Bond Fund
- Fidelity Leveraged Company Stock Fund
- Fidelity Managed Income Portfolio Fund
- Fidelity Puritan Fund
- Fidelity Real Estate Income Fund
- Fidelity Stock Selector Small Cap Fund
- Pimco Total Return Fund - Administrative Class
- Rainer Large Cap Equity Fund
- Spartan 500 Index Investment Fund
- Eaton Vance Large Cap Value Fund Class A

Participant accounts: Each participant's account is credited with the participant's contributions and employer's contributions and an allocation of the Plan earnings based on the ratio of the participant's balance to all participants' account balances.

NOTE A - DESCRIPTION OF THE PLAN (CONTINUED)

Vesting: The value of each participant's account is fully vested and non-forfeitable at all times for participant contributions, rollover contributions and the interest and earnings on those dollars. Any contributions not listed above are fully vested after seven years for contributions made prior to 2002. Effective January 1, 2002, the employer matching contributions and earnings are fully vested after six years and employer discretionary contributions are fully vested after seven years.

Forfeitures: Forfeitures are created when participants terminate employment before becoming entitled to their full benefits under the Plan or result from violation of the discrimination limit applicable to employer matching contributions. Forfeitures can be applied to reduce employer contributions or pay administrative expenses payable under the Plan. The unapplied forfeited non-vested accounts totaled $101,127 and $90,945 at December 31, 2011 and 2010, respectively. No forfeitures were applied to reduce employer contributions in 2011. Forfeitures applied to reduce employer contributions in 2010 totaled $27,641.

Distributions: Distributions from the Plan are available upon any of the following situations: termination of employment at the Company, retirement, total disability, death, employee's reaching age 59-1/2 or qualified "financial hardship." All distributions from the Plan will be taxed as ordinary income for federal income tax purposes unless the participant elects to directly roll his or her distribution into an Individual Retirement Account (IRA) or the distribution qualifies for special tax treatment.

Participant loans: A participant may borrow an amount not to exceed the lesser of $50,000 (reduced by the highest outstanding loan balance incurred in the previous one-year period) or one-half the vested interest in the participant's account. The minimum loan amount is $1,000. The term of the loan shall not exceed five years except in the case of a loan for the purpose of purchasing the principal residence of the participant in which case the term of a loan may not exceed ten years. The interest rate is based upon a rate reasonable at the time of application, considering the purpose of the loan and the rate being charged by representative commercial banks in the local area for a similar loan. Loans are considered in default if any scheduled repayment remains unpaid as of the last business day of the calendar quarter following the calendar quarter in which a loan is initially considered past due. In the event of default, death, disability or termination of employment, the entire outstanding principal and accrued interest shall be immediately due and payable.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting: The financial statements of the Plan are prepared on the accrual basis of accounting.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Use of estimates: The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment valuation and income recognition: Fair value for funds is based on quoted prices in active markets for identical assets or other significant observable inputs. (For more information on valuation inputs, please refer to Note G - Fair Value Measurements). Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the plan's gains and losses on investments bought and sold as well as held during the year. The Plan's investments are held in a trust administered by Fidelity Management Trust Company.

In accordance with ASC 962-325-50-3, *Disclosure of Fully Benefit-Responsive Investment Contracts*; investments in the accompanying Statements of Net Assets Available for Benefits include fully benefit-responsive investment contracts recognized at fair value. ASC 962-325-50-3 requires fully benefit-responsive investment contracts to be reported at fair value in the Plan's statement of assets available for benefits with a corresponding adjustment to reflect these investments at contract value.

The Plan has fully benefit-responsive investments with Fidelity Management Trust Company ("Fidelity"). Fidelity maintains the contributions in the Fidelity Managed Income Portfolio Fund (the Portfolio) which invests in assets (typically fixed-income securities or bond funds and may include derivative instruments such as futures contracts and swap agreements), enters into a "wrapper" contract issued principally by insurance companies and financial institutions and invests in cash equivalents represented by shares in a money market fund. A wrap contract is an agreement by the issuer to pay a portfolio the difference between the contract value and the market value of the underlying assets once the market value has been totally exhausted. Wrap contracts are designed to pay all participant-initiated transactions at contract value. Contract value represents the sum of all benefits owed to participants in the portfolio. The contracts are included in the financial statements at fair value and then adjusted to contract value as reported to the Plan by Fidelity. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. However, the wrap contracts limit the ability of a portfolio to transact at contract value upon the occurrence of certain events.

Plan management believes that the occurrence of events that would cause the Plan to transact at less than contract value is not probable. A wrap issuer may terminate a wrap contract for cause at any time. In the event that the market value of the Portfolio's covered assets is below contract value at the time of such termination, Fidelity may elect to keep the wrap contract in place until such time as the market value of the Portfolio's covered assets is equal to contract value. A wrap issuer may also

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investment valuation and income recognition (continued): terminate a wrap contract if Fidelity's investment management authority over the Portfolio is limited or terminated as well as if all of the terms of the wrap contract fail to be met. In the event that the market value of the Portfolio's covered assets is below contract value at the time of such termination, the terminating wrap provider would not be required to make a payment to the Portfolio. Wrap contracts accrue interest using a formula called the "crediting rate".

Using the crediting rate formula, an estimated future market value is calculated by compounding a portfolio's current market value at a portfolio's current yield to maturity for a period equal to a portfolio's duration.

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Fidelity International Discovery Fund 8,118 and 5,532 units, respectively	224,127	182,762

NOTE F – INVESTMENTS (CONTINUED)

During 2011 the Plan's investments (including investments bought, sold, and held during the year) depreciated in value by $135,745 as follows:

Mutual Funds:	
Balanced/Asset Allocation	$ (15,105)
Fixed Income	(35)
International Equity	(41,601)
Large U.S. Equity	(50,963)
Small/Mid U.S. Equity	(28,041)
	$ (135,745)

NOTE G - FAIR VALUE MEASUREMENTS

ASC 820-10, *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives 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 820-10 are described as follows:

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

Level 2 - Inputs to the valuation methodology include:

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

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

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

NOTE G - FAIR VALUE MEASUREMENTS (CONTINUED)

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Mutual funds: Mutual Funds are valued based on quoted prices in active markets for identical assets as of December 31, 2011 and 2010.

Common collective trust: Valuations for the Fidelity Managed Income Portfolio Fund are based on both level 1 and level 2 inputs and as such, it is disclosed as level 2 in the table below. The valuation for this fund is provided by Fidelity Management Trust Company.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011 and 2010.

	2011			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Balanced/Asset Allocation	$ 586,746	$ -	$ -	$ 586,746
Fixed Income	550,074	-	-	550,074
International Equity	224,127	-	-	224,127
Large U.S. Equity	768,688	-	-	768,688
Small/Mid U.S. Equity	536,959	-	-	536,959
Common/collective trusts	-	479,056	-	479,056
Wrapper contracts	-	1,256	-	1,256
	$ 2,666,594	$ 480,312	$ -	$ 3,146,906

NOTE G - FAIR VALUE MEASUREMENTS (CONTINUED)

	2010			
	Level 1	Level 2	Level 3	Total
Mutual funds				
Balanced/Asset Allocation	$ 472,164	$ -	$ -	$ 472,164
Fixed Income	437,934	-	-	437,934
International Equity	182,762	-	-	182,762
Large U.S. Equity	692,376	-	-	692,376
Small/Mid U.S. Equity	580,134	-	-	580,134
Common/collective trusts	-	506,178	-	506,178
Wrapper contracts	-	944	-	944
	$ 2,365,370	$ 507,122	$ -	$ 2,872,492

NOTE H - INFORMATION PREPARED AND CERTIFIED BY CUSTODIAN

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified as complete and accurate by the custodian:

	2011	2010
Investment in mutual funds at fair value	$ 2,666,594	$ 2,365,370
Investment in common/collective trusts at fair value	479,056	506,178
Notes receivable from participants	78,500	35,913
Wrapper contracts at fair value	1,256	944
Net (depreciation) appreciation in fair value of investments	(135,745)	239,159
Interest and dividend income	73,693	59,871
Interest income on notes receivable from participants	2,981	2,438
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(11,846)	(4,123)

ATR INTERNATIONAL, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

NOTE I - RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements and Schedule H of Form 5500 at December 31, 2011 and 2010:

	2011	2010
Net assets available for benefits per financial statements	$ 3,196,170	$ 2,885,220
Corrective distributions	17,390	19,062
Adjustment from fair value to contract value for fully-benefit responsive investment contracts	11,846	4,123
Net assets available for benefits per Schedule H of Form 5500	$ 3,225,406	$ 2,908,405

The following is a reconciliation of benefits paid to participants per the financial statements and Schedule H of Form 5500 for the years ended December 31, 2011 and 2010:

	2011	2010
Distributions paid to participants per financial statements	$ 69,762	$ 109,010
Current year corrective distributions	(17,390)	(19,062)
Prior year corrective distributions	19,062	28,345
Distributions to participants per Schedule H of the Form 5500	$ 71,434	$ 118,293

NOTE I - RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500 (CONTINUED)

The following is a reconciliation of dividend and interest income per the financial statements and Schedule H of Form 5500 for the years ended December 31, 2011 and 2010:

	2011	2010
Dividend and interest income per financial statements	$ 73,693	$ 59,871
Current year fair value to contract value adjustment	11,846	4,123
Prior year fair value to contract value adjustment	(4,123)	8,933
Dividends and interest per Schedule H of the Form 5500	$ 81,416	$ 72,927

NOTE J - RISKS AND UNCERTAINTIES

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

SUPPLEMENTAL SCHEDULE

ATR INTERNATIONAL, INC. 401(k) PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

DECEMBER 31, 2011

Federal employer identification number - 77-0195781
Plan number - 001

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(e) Current value
	Pimco Total Return Fund - Administrative Class	50,605 mutual fund units	$ 550,074
*	Fidelity Blue Chip Growth Fund	12,366 mutual fund units	524,685
*	Fidelity Managed Income Portfolio Fund	468,466 mutual fund units	480,312
*	Fidelity Fund	9,201 mutual fund units	286,602
*	Fidelity Puritan Fund	13,692 mutual fund units	242,211
*	Fidelity International Discovery Fund	8,118 mutual fund units	224,127
	Eaton Vance Large Cap Value Fund Class A	8,668 mutual fund units	148,489
*	Fidelity Leveraged Company Stock Fund	5,853 mutual fund units	146,967
*	Fidelity Balanced Fund	6,154 mutual fund units	111,943
	Spartan 500 Index Investment Fund	2,141 mutual fund units	95,247
*	Fidelity Freedom 2020 Fund	6,726 mutual fund units	88,245
*	Fidelity Stock Selector Small Cap Fund	2,945 mutual fund units	53,104
*	Fidelity Real Estate Income Fund	4,906 mutual fund units	50,284
*	Fidelity Freedom 2010 Fund	3,045 mutual fund units	39,888
*	Fidelity Freedom 2040 Fund	4,086 mutual fund units	30,076
*	Fidelity Freedom Income Fund	2,053 mutual fund units	23,077
*	Fidelity Freedom 2050 Fund	2,382 mutual fund units	20,346
*	Fidelity Freedom 2000 Fund	1,258 mutual fund units	14,949
*	Fidelity Freedom 2035 Fund	694 mutual fund units	7,318
*	Fidelity Freedom 2030 Fund	566 mutual fund units	7,262
*	Fidelity Freedom 2015 Fund	124 mutual fund units	1,354
	Rainier Large Cap Equity Fund	11 mutual fund units	267
*	Fidelity Freedom 2005 Fund	7 mutual fund units	79
	Total Investments at Fair Value		3,146,906
*	Notes Receivable from Participants	Interest at 4.5%	78,500
	Total		$ 3,225,406

* Denotes related party