

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☒ a multiple-employer plan; or ☐ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>NYPRO - ALABAMA - GROUP 04</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>07/01/1986</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>07/01/1986</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>07/01/1986</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>NYPRO INC.</u> <u>101 UNION STREET</u> <u>CLINTON, MA 01510</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">2b Employer Identification Number (EIN) <u>04-2193872</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>978-365-9721</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>326100</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>04-2193872</u>	2c Sponsor's telephone number <u>978-365-9721</u>	2d Business code (see instructions) <u>326100</u>	
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2d Business code (see instructions) <u>326100</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	07/19/2013 Date	ELIZABETH DONABEDIAN Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	07/19/2013 Date	ELIZABETH DONABEDIAN Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address NYPRO INC. 101 UNION STREET CLINTON, MA 01510		3b Administrator's EIN 04-2193872
		3c Administrator's telephone number 978-365-9721
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 2479
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	2012
b Retired or separated participants receiving benefits.....	6b	12
c Other retired or separated participants entitled to future benefits.....	6c	499
d Subtotal. Add lines 6a , 6b , and 6c	6d	2523
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	13
f Total. Add lines 6d and 6e	6f	2536
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	2415
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	181
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2R 2S 2T 3F 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>NYPRO - ALABAMA - GROUP 04</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>NYPRO INC.</u>	D Employer Identification Number (EIN) <u>04-2193872</u>

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)..... ☒ Yes ☐ No

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

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

04-2647786

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

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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 71 60	RECORDKEEPER	34623	Yes ☒ No ☐	Yes ☒ No ☐	0	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 ☐

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
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>MFS VALUE R3 - MFS SERVICE CENTER I</p> <p>04-2865649</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.50%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p>60</p>		
<p>(c) Enter amount of indirect compensation</p> <p>0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>MUNDER MDCPCORE GR Y - BNY MELLON I P.O. BOX 9793 PROVIDENCE, RI 02940</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.25%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p>60</p>		
<p>(c) Enter amount of indirect compensation</p> <p>0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>PERKINS MID CP VAL I - JANUS SERVIC</p> <p>43-1804048</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.10%</p>		

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.
PIM TOTAL RT INST - BOSTON FINANCIA P.O. BOX 8480 BOSTON, MA 02266	0.02%	
(a) Enter service provider name as it appears on line 2		(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.
ROYCE LOW PR STK IS - BOSTON FINANC P.O. BOX 8480 BOSTON, MA 02266	0.05%	
(a) Enter service provider name as it appears on line 2		(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.
RS LOW DURATION BD A - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.40%	

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.
THORNBURG INT VAL R5 - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.25%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	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.
T ROWE PRICE 4515 PAINTERS MILL RD OWINGS MILLS, MD 21117	0.03%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	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.
THOMPSON IM FUNDS 918 DEMING WAY 3RD FLOOR MADISON, WI 53717	0.25%	

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 INSTITUT	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.	
JANUS NO LOAD 151 DETROIT ST. DENVER, CO 80206	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	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.	
OAKMARK TWO NORTH LASALLE STREET SUITE 500 CHICAGO, IL 60602	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	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.	
HARBOR INVESTOR CL 111 S. WACKER DR, 34TH FLOOR CHICAGO, IL 60606	0.35%	

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 INSTITUT	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 1633 BROADWAY NEW YORK, NY 10019	0.375%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	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.
HARDING LOEVNER PO BOX 4766 CHICAGO, IL 60680	0.40%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	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.
MOTLEY FOOL FUNDS 2000 DUKE STREET, SUITE 175 ALEXANDRIA, VA 22314	0.40%	

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 INSTITUT	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
MOTLEY FOOL FUNDS 2000 DUKE STREET, SUITE 175 ALEXANDRIA, VA 22314	0.40%	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
FIDELITY INVESTMENTS INSTITUT	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
MOTLEY FOOL FUNDS 2000 DUKE STREET, SUITE 175 ALEXANDRIA, VA 22314	0.40%	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
FIDELITY INVESTMENTS INSTITUT	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
NEUBERGER BERMAN 605 3RD AVENUE 2ND FLOOR NEW YORK, NY 10158	0.40%	

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 INSTITUT	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.
PARNASSUS ONE MARKET STREET STEUART TOWER SUI SAN FRANCISCO, CA 94105	0.40%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	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.
AMANA MUTUAL 1300 NORTH STATE STREET BELLINGHAM, WA 98225	0.40%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	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.
AMANA MUTUAL 1300 NORTH STATE STREET BELLINGHAM, WA 98225	0.40%

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 INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
OPPENHEIMER 6801 SOUTH TUCSON WAY ENGLEWOOD, CO 80112	0.25%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
PIMCO 1633 BROADWAY NEW YORK, NY 10019	0.10% + 0.25%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
PIMCO 1633 BROADWAY NEW YORK, NY 10019	0.10% + 0.25%	

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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	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 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>NYPRO - ALABAMA - GROUP 04</u>	B Three-digit plan number (PN) ► <u>002</u>	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>NYPRO INC.</u>	D Employer Identification Number (EIN) <u>04-2193872</u>	

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: <u>FID MGD INC PORT II</u>		
b Name of sponsor of entity listed in (a): <u>FIDELITY MANAGEMENT TRUST COMPANY</u>		
c EIN-PN <u>04-3022712-025</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>19838769</u>
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
		2012
		This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan NYPRO - ALABAMA - GROUP 04	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 NYPRO INC.	D Employer Identification Number (EIN) 04-2193872	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	1797
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)	290411	488154
(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)	166562	209796
(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)	4347095	4513406
(9) Value of interest in common/collective trusts.....	1c(9)	19980001	19838769
(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)	80509281	94803720
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	105293350	119855642

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	105293350	119855642
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	2122941	
(B) Participants	2a(1)(B)	6051807	
(C) Others (including rollovers)	2a(1)(C)	3583297	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		11758045
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	42	
(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)	188529	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		188571
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	21480	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	3319719	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		3341199
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	2373501	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	2329909	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		43592
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-57532	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-57532

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		313578
(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)		8719914
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		24307367

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	9713538	
(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)		9713538
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	9	
(4) Other	2i(4)	31528	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		31537
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		9745075

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		14562292
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: GRAY GRAY & GARAY

(2) EIN: 04-2088368

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		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)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation		Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.		OMB No. 1210-0110 2012 This Form is Open to Public Inspection.	
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012					
A Name of plan NYPRO - ALABAMA - GROUP 04				B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 NYPRO INC.				D Employer Identification Number (EIN) 04-2193872	
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 412 of the Internal Revenue Code or ERISA section 302, skip this Part)					
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☐ No ☐ N/A If the plan is a defined benefit plan, go to line 8.					
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.					
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)				6a	
b Enter the amount contributed by the employer to the plan for this plan year				6b	
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....				6c	
If you completed line 6c, skip lines 8 and 9.					
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A					
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☐ N/A					
Part III Amendments					
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No					
Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.					
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No					
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No					
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No					
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No					
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.				Schedule R (Form 5500) 2012 v. 120126	

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

NYPRO 401(k) SAVINGS PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
WITH
INDEPENDENT AUDITORS' REPORT

DECEMBER 31, 2012

NOTIFICATION TO THIRD PARTY USERS OF THIS REPORT

This report was prepared subject to the terms and conditions set forth in an engagement letter. By relying upon this report, all users shall be deemed to agree to the terms and conditions of that engagement letter. Users intending to rely upon this report should contact the issuer to obtain a copy of its applicable terms and conditions. This report is intended for the exclusive use of the clients of the issuer and others to whom the issuer has expressly granted consent.

NYPRO 401(k) SAVINGS PLAN

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DECEMBER 31, 2012

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SUPPLEMENTAL SCHEDULE

SCHEDULE OF ASSETS (HELD AT END OF YEAR)	17
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Note: Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA) have been omitted because they are not applicable.

INDEPENDENT AUDITORS' REPORT

To the Trustees
Nypro 401(k) Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of **Nypro 401(k) Savings Plan** which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the trustee, as of and for the year ended December 31, 2012 and 2011, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

To the Trustees
Nypro 401(k) Savings Plan
Page 2

Other Matter

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

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

GRAY, GRAY & GRAY, LLP

Gray, Gray & Gray, LLP

Westwood, MA
July 19, 2013

NYPRO 401(k) SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	<u>December 31,</u>	
	<u>2012</u>	<u>2011</u>
ASSETS		
Investments at fair value:		
Mutual funds	\$ 94,803,720	\$ 80,509,280
Common/collective trust	19,838,769	19,980,001
Common stock	209,796	166,561
Cash and cash equivalents	<u>489,951</u>	<u>290,411</u>
Total investments	<u>115,342,236</u>	<u>100,946,253</u>
Receivables:		
Notes receivable from participants	4,527,931	4,383,493
Employer's contributions	<u>664,346</u>	<u>611,217</u>
Total receivables	<u>5,192,277</u>	<u>4,994,710</u>
LIABILITIES		
Excess contributions refundable	<u>(4,581)</u>	<u>-</u>
Total liabilities	<u>(4,581)</u>	<u>-</u>
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	120,529,932	105,940,963
Adjustment from fair value to contract value for fully benefit-responsive investment contract	<u>(538,022)</u>	<u>(485,447)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 119,991,910</u>	<u>\$ 105,455,516</u>

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

NYPRO 401(k) SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2012

ADDITIONS TO NET ASSETS ATTRIBUTED TO

Investment income:

Net appreciation in fair value of investments
Interest and dividends

\$ 8,708,255
3,599,966

Total investment income

12,308,221

Interest on notes receivable from participants

190,469

Contributions:

Participants' contributions
Employer's contributions
Rollover contributions

6,051,807
2,176,070
3,583,297

Total contributions

11,811,174

Total additions

24,309,864

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO

Benefits paid to participants
Administrative expenses

9,741,932
31,538

Total deductions

9,773,470

NET INCREASE

14,536,394

NET ASSETS AVAILABLE FOR BENEFITS

Beginning of year

105,455,516

End of year

\$ 119,991,910

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

NYPRO 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012

NOTE 1 – DESCRIPTION OF PLAN

The following description of Nypro 401(k) Savings Plan (the “Plan”) provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General – The Plan is a defined-contribution plan established on July 1, 1986 and is sponsored by Nypro, Inc. (the “Company”). The Plan is a thrift (or savings) plan that provides for optional periodic participant contributions matched in part by the employer. It is intended that the Plan qualify under Section 401(a) of the Internal Revenue Code (IRC). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Eligibility – The Plan is available to all employees at the following affiliated and non-affiliated participating employers:

Affiliated Participating Employers:

D-J, Inc.
Nypro Inc.
Nypro Healthcare Baja, Inc.
Radius Chicago, LLC
Radius Product Development
N.P. Medical

Non Affiliated Participating Employers:

Nypro Kanaak Alabama, LLC
Nypro Kanaak-Iowa, Inc.
Nypro Mold, Inc.
Nypro Mold Chicago, Inc.
Union Street Brand Packaging, LLC

Employees are eligible to participate in the Plan on the date the employee first performs an hour of service.

Participant Contributions – Participants may elect to make voluntary pretax contributions of no less than 1% and no more than 75% of their compensation, as defined under the Plan document, not to exceed the dollar limit which is set by law. Participant contributions are also subject to certain limitations, as defined under the Plan document. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers several mutual funds and a common/collective trust as investment options. The Plan also offers the ability to establish a self-directed brokerage account allowing participants to invest in a wide array of investment securities. Furthermore, the Plan also offers participants a voluntary managed account service that selects and manages the investment options in the Plan to create an approach based on one's time horizon for retirement and/or risk tolerance and financial situation.

Unless instructed otherwise by the participant, upon becoming eligible to participate in the Plan, 3% of the participants' eligible compensation will be contributed to the Plan.

Participants may elect to make rollover contributions from other qualified plans.

Certain participants who are also participants in the Company's ESOP plan are allowed to diversify their balance in the ESOP plan by transferring amounts to this Plan.

NYPRO 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012

NOTE 1 – DESCRIPTION OF PLAN (CONTINUED)

Participant's Accounts – Each participant's account is credited with the participant's contribution, the employer's match contribution, and allocation of (a) the Company's discretionary contributions and (b) Plan earnings (losses). Allocations are based on participant earnings (losses) or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Employer Contributions – The employer makes a matching contribution based on length of service, as detailed below.

<u>Length of Service</u>	<u>Employer Matching Contribution</u> <u>(per \$1.00 of participant contribution)</u>
Less than 5 years	25%
5 years but less than 10 years	35%
10 years but less than 15 years	40%
15 years but less than 20 years	45%
20 years or more	50%

Employer matching contributions are limited to the first 6% of an employee's base compensation, as defined under the Plan document.

In addition to employer matching contributions, the Company may also elect to make discretionary contributions to the Plan. To be eligible to receive these discretionary contributions, the participant must be an eligible employee on the last day of the plan year and have completed 1,000 hours of service in the plan year. As of December 31, 2012 and 2011, the Plan had recorded discretionary contributions of \$376,437 and \$690,686, respectively.

The Company, at its discretion, may also make a qualified non-elective contribution to the Plan to satisfy certain sections of the Internal Revenue Code. As of December 31, 2012, the Plan had recorded qualified non-elective contributions of \$380,331. There were no non-elective contributions in 2011.

In conjunction with an amendment to the Employee Stock Ownership Plan, the Company has guaranteed match levels to be not less than current match levels through 2019, unless there is a change in applicable 401(k) laws or regulations.

Forfeitures – At December 31, 2012 and 2011, forfeited non-vested accounts totaled \$102,632 and \$55,302, respectively. These amounts will be used to offset future employer contributions. During 2012, \$81,517 forfeited non-vested amounts were used to reduce the employer discretionary contributions.

NYPRO 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012

NOTE 1 – DESCRIPTION OF PLAN (CONTINUED)

Notes Receivable from Participants – Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of the vested portion of their account balance. The loans are secured by the balance in the participant's account and bear interest at rates ranging from 4.25% to 10.25%, which are commensurate with local prevailing rates as determined by the third party administrator. Principal and interest is paid ratably through monthly payroll deductions.

Vesting – A participant in the Plan is 100% vested at all times in his or her participant contributions, rollover contributions, and qualified non-elective contributions (QNEC) and related earnings thereon.

Vesting of the employer discretionary contribution and the employer matching contribution, as well as related earnings thereon, is as follows:

<u>Length of Service</u>	<u>Vesting Percentage</u>
Less than 1 year	0%
1 year but less than 2 years	20%
2 years but less than 3 years	40%
3 years but less than 4 years	60%
4 years but less than 5 years	80%
5 years or more	100%

The Plan also provides for special vesting rules under certain circumstances, as defined in the Plan documents.

Termination of Employment and Withdrawals – If a participant terminates employment for any reason, his or her account becomes 100% distributable if below \$1,000; otherwise, the employee may defer distribution until age 70½. A participant may not withdraw any part of his or her account while still employed by the Company, except in cases of financial hardship, as determined by the Plan Administrator. Participants who have attained age 59½ may withdraw all or a portion of their vested account balance. In-service withdrawals by participants who have not attained age 59-1/2 are limited to the participant's salary deferral account, which does not include employer contributions.

NYPRO 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting – The financial statements of the Plan are prepared under the accrual method of accounting. The financial statements and supplementary schedules have been prepared to satisfy the reporting and disclosure requirements of ERISA.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The statements of net assets available for benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Cash and Cash Equivalents – Cash and cash equivalents consist of money market funds and certificates of deposit.

Investment Valuation and Income Recognition – Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 10 for discussion of 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. Realized and unrealized gains and losses are reported in the accompanying statement of changes in assets available for benefits as net depreciation in fair value of investments.

Notes Receivable from Participants – Notes receivable from participants is measured at their unpaid principal balances plus any accrued but unpaid interest. Management has evaluated notes receivable from participants for collectability and has determined that no allowance is considered necessary.

Payment of Benefits – Benefits are recorded when paid.

Operating Expenses – All expenses incurred in the administration of the Plan may be paid by the Company, except for expenses paid to the trustee and investment advisor expenses, which are withdrawn from the respective funds. If the Company does not pay such expenses, then they shall be paid out of the Plan. During 2012 all administrative expenses were paid by the Company.

Use of Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires Plan management to make estimates and assumptions that affect the reported amounts of Plan assets and liabilities and changes therein, and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

NYPRO 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Uncertain Tax Positions – Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more-likely-than-not would not be sustained upon examination. The plan administrator has analyzed the tax positions taken by the plan, and has concluded that as of December 31, 2012, 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 period in progress. The plan administrator believes it is no longer subject to income tax examination for years prior to 2009.

Reclassifications – Certain 2011 financial information has been reclassified to conform to the 2012 presentation. The reclassifications have no impact on the previously reported change in net assets

NOTE 3 – INVESTMENTS

The following table presents investments that represent 5% or more of the Plan's net assets at December 31:

	2012	
	<u>Shares</u>	<u>Value</u>
Pimco Total Return Inst	536,316	\$ 6,028,188
Fidelity Growth Company Fund	239,514	\$ 22,365,816
Fidelity Puritan Fund	313,116	\$ 6,077,572
Fidelity Low-Priced Stock Fund	434,210	\$ 17,151,290
Fidelity Managed Income Portfolio Fund II	19,300,747	\$ 19,300,747

	2011	
	<u>Shares</u>	<u>Value</u>
Fidelity Growth Company Fund	224,264	\$ 18,140,691
Fidelity Puritan Fund	306,449	\$ 5,421,086
Fidelity Low-Priced Stock Fund	411,489	\$ 14,702,510
Fidelity Managed Income Portfolio Fund II	19,494,554	\$ 19,494,554

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value during the year ended December 31, 2012, as follows:

Mutual funds	\$ 8,717,909
Common stocks	<u>(9,654)</u>
	<u>\$ 8,708,255</u>

NYPRO 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012

NOTE 4 – PLAN TERMINATIONS

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

NOTE 5 – TAX STATUS

The Plan received a determination letter from the IRS dated May 22, 2009, stating that the Plan is qualified under Internal Revenue Code (“IRC”) Section 401(a), and therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan has been amended since receiving the opinion letter. However, the Plan Administrator believes that the Plan is designed and currently being operated in compliance with Section 401(a) of the IRC and, therefore believes that the Plan is qualified and that the related trust is tax-exempt as of the financial statement date.

NOTE 6 – RISK AND UNCERTAINTIES

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

NOTE 7 – CERTIFICATION OF TRUSTEE

In accordance with Department of Labor Regulations, various information presented herein, was prepared from statements certified as being complete and accurate by the Plan's trustee. Except for the employer's contributions receivable and the excess contributions refundable recognized in the statements of net assets available for benefits and the related impact on the statement of changes in net assets available for benefits, all information in the statements of net assets available for benefits, statement of changes in net assets available for benefits and the schedule of assets (held at end of year) was derived from statements certified by the Plan's trustee.

NYPRO 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012

NOTE 8 – RELATED PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Fidelity Investments. Fidelity Management Trust Company is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Administrative expenses paid by the Plan to Fidelity Management Trust Company were \$31,538 for the year ended December 31, 2012.

NOTE 9 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31:

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements	\$119,991,910	\$105,455,516
Add - adjustment from fair value to contract value for fully benefit-responsive investment contract	538,022	485,447
Less - contributions receivable	(664,346)	(611,217)
Add - excess contribution refundable at end of year	4,581	-
Less - deemed distributions on notes receivable from participants	<u>(14,525)</u>	<u>(36,396)</u>
Net assets per the Form 5500	<u><u>\$119,855,642</u></u>	<u><u>\$105,293,350</u></u>

The following is a reconciliation of the total net decrease per the financial statements to net income per the Form 5500 as of December 31, 2012:

Net increase per the financial statements	\$ 14,536,394
Less - contributions receivable at end of year	(664,346)
Add - contributions receivable at beginning of year	611,217
Add - excess contribution refundable at end of year	4,581
Add - adjustment from fair value to contract value for fully benefit-responsive investment contract at end of year	538,022
Less - adjustment from fair value to contract value for fully benefit-responsive investment contract at beginning of year	(485,447)
Less - change in deemed distributions on notes receivable from participants	<u>21,871</u>
Net income per the Form 5500	<u><u>\$ 14,562,292</u></u>

NYPRO 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012

NOTE 10 – FAIR VALUE MEASUREMENTS

FASB, Accounting Standards Codification (ASC) 820, Fair Value Measurement and Disclosures, provides the framework for measuring fair value. The framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

Level 2 - inputs to the valuation methodology include

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets 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 assets or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012.

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

Common/collective trusts: Valued at the NAV of units of a bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities

Common stock: Valued at quoted market prices.

NYPRO 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012

NOTE 10 – FAIR VALUE MEASUREMENTS (CONTINUED)

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:

	2012			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Mid/large cap stock funds	\$ 75,759,444	\$ -	\$ -	\$ 75,759,444
Fixed income funds	10,386,624	-	-	10,386,624
International funds	5,235,294	-	-	5,235,294
Intermediate government Fund	10,368	-	-	10,368
Small cap stock funds	3,234,426	-	-	3,234,426
High yield fixed income funds	105,605	-	-	105,605
Emerging market currencies funds	71,959	-	-	71,959
Common stocks				
Basic Materials	35,130	-	-	35,130
Consumer Goods	113,353	-	-	113,353
Industrial Goods	14,505	-	-	14,505
Technology	25,403	-	-	25,403
Other	21,405	-	-	21,405
Common/collective trust	-	19,838,769	-	19,838,769
Cash and cash equivalents	489,951	-	-	489,951
Total investment at fair value	<u>\$ 95,503,467</u>	<u>\$ 19,838,769</u>	<u>\$ -</u>	<u>\$115,342,236</u>

NYPRO 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012

NOTE 10 – FAIR VALUE MEASUREMENTS (CONTINUED)

	2011			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Mid/large cap stock funds	\$ 63,417,241	\$ -	\$ -	\$ 63,417,241
Fixed income funds	8,832,268	-	-	8,832,268
International funds	4,570,187	-	-	4,570,187
Small cap stock funds	3,563,474	-	-	3,563,474
High yield fixed income funds	59,584	-	-	59,584
Emerging market currencies funds	66,526	-	-	66,526
Common stocks				
Basic Materials	11,266	-	-	11,266
Consumer Goods	77,760	-	-	77,760
Industrial Goods	5,840	-	-	5,840
Technology	3,131	-	-	3,131
Finance	17,625	-	-	17,625
Other	50,939	-	-	50,939
Common/collective trust	-	19,980,001	-	19,980,001
Cash and cash equivalents	290,411	-	-	290,411
Total investment at fair value	<u>\$ 80,966,252</u>	<u>\$ 19,980,001</u>	<u>\$ -</u>	<u>\$100,946,253</u>

Fair Value of Investments in Entities that Use NAV – The Plan invests in the Fidelity Managed Income Portfolio Fund II which is a Common Collective Trust. The primary investment objective of the Fidelity Managed Income Portfolio Fund II is to seek the preservation of capital, as well as to provide a competitive level of income over time consistent with the preservation of capital. The following table summarizes investments measured at fair value based on NAV per share as of December 31:

2012					
<u>Investment</u>	<u>Fair Value</u>	<u>Unfunded</u> <u>Commitments</u>	<u>Redemption</u> <u>Frequency</u>	<u>Other</u> <u>Redemption</u> <u>Restrictions</u>	<u>Redemption</u> <u>Notice period</u>
Fidelity Managed Income Portfolio Fund II	\$ 19,838,769	None	Daily	None	None

2011					
<u>Investment</u>	<u>Fair Value</u>	<u>Unfunded</u> <u>Commitments</u>	<u>Redemption</u> <u>Frequency</u>	<u>Other</u> <u>Redemption</u> <u>Restrictions</u>	<u>Redemption</u> <u>Notice period</u>
Fidelity Managed Income Portfolio Fund II	\$ 19,980,001	None	Daily	None	None

NYPRO 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012

NOTE 11 – SUBSEQUENT EVENTS

In conjunction with the sale of Nypro, Inc. to Jabil Circuit, Inc. in July 2013, proceeds from the sale of Nypro, Inc. stock held in the Company's Employee Stock Ownership Plan ("ESOP"), will be merged into the Plan in September 2013. Additionally, during an eight week period beginning in September 2013, participants will be able to make a one-time in-service withdrawal of up to 20% of their proceeds from the ESOP.

The Company has evaluated subsequent events through July 19, 2013, to the date which the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

NYPRO 401(k) SAVINGS PLAN

SUPPLEMENTAL SCHEDULE REQUIRED BY ERISA AND THE DEPARTMENT OF LABOR

DECEMBER 31, 2012

PLAN NUMBER: 002 EIN: 04-2193872

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

(a)	(b)	(c) <u>Description of investment, including</u> <u>maturity date, rate of interest,</u>	(d)	(e)
<u>Identity of issue, borrower, lessor or similar party</u>	<u>collateral, par or maturity value</u>	<u>Cost</u>	<u>Current value</u>	
Mutual Funds				
* Fidelity Freedom 2005 Fund	Registered investment company	**	\$	241,728
Spartan Ext Market Index Advantage Fund	Registered investment company	**	\$	579,988
* Fidelity Freedom 2050 Fund	Registered investment company	**	\$	446,166
* Fidelity Freedom Income Fund	Registered investment company	**	\$	417,869
* Fidelity Freedom 2010 Fund	Registered investment company	**	\$	306,223
* Fidelity Freedom 2045 Fund	Registered investment company	**	\$	653,008
* Fidelity Freedom 2000 Fund	Registered investment company	**	\$	191,666
Spartan International Index Advantage Fund	Registered investment company	**	\$	506,936
Munder Mid-Cap Core Growth Y	Registered investment company	**	\$	770,060
Vanguard 500 Index	Registered investment company	**	\$	1,589,979
* Fidelity Freedom 2040 Fund	Registered investment company	**	\$	1,598,487
* Fidelity Freedom 2015 Fund	Registered investment company	**	\$	1,958,671
* Fidelity Freedom 2055 Fund	Registered investment company	**	\$	66,357
* Fidelity Small Cap Stock Fund	Registered investment company	**	\$	1,739,229
* Fidelity Fund	Registered investment company	**	\$	1,901,769
Royce Low Priced Stock Fund	Registered investment company	**	\$	1,479,711
* Fidelity Freedom 2035 Fund	Registered investment company	**	\$	2,576,047
Perkins Mid Cap Value	Registered investment company	**	\$	2,521,573
* Fidelity Freedom 2025 Fund	Registered investment company	**	\$	2,642,264
* Fidelity Institutional Short-Intermediate Government Fund	Registered investment company	**	\$	2,425,269
MFS Value R3	Registered investment company	**	\$	3,551,570
* Fidelity Freedom 2030 Fund	Registered investment company	**	\$	4,105,198
* Fidelity Freedom 2020 Fund	Registered investment company	**	\$	4,857,203
Thornburg International Value R5	Registered investment company	**	\$	4,724,594
* Pimco Total Return Inst	Registered investment company	**	\$	6,028,188
* Fidelity Puritan Fund	Registered investment company	**	\$	6,077,572
* Fidelity Low-Priced Stock Fund	Registered investment company	**	\$	17,151,290
* Fidelity Growth Company Fund	Registered investment company	**	\$	22,365,816
* Fidelity Managed Income Portfolio Fund II	Common/collective trust	**	\$	19,838,769
Self Directed Brokerage Accounts	Brokerage account	**	\$	2,027,239
Cash and cash equivalents				
Non-interest bearing cash	Cash and cash equivalents	**	\$	1,797
* Participant notes receivable	4.25% - 10.25% maturing through September 2022	\$ -	\$	4,513,406

* Represents party-in-interest to the Plan

** Cost omitted for participant directed investments

NYPRO 401(k) SAVINGS PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
WITH
INDEPENDENT AUDITORS' REPORT

DECEMBER 31, 2012

NOTIFICATION TO THIRD PARTY USERS OF THIS REPORT

This report was prepared subject to the terms and conditions set forth in an engagement letter. By relying upon this report, all users shall be deemed to agree to the terms and conditions of that engagement letter. Users intending to rely upon this report should contact the issuer to obtain a copy of its applicable terms and conditions. This report is intended for the exclusive use of the clients of the issuer and others to whom the issuer has expressly granted consent.

NYPRO 401(k) SAVINGS PLAN

INDEX TO FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

DECEMBER 31, 2012

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SUPPLEMENTAL SCHEDULE

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

INDEPENDENT AUDITORS' REPORT

To the Trustees
Nypro 401(k) Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of **Nypro 401(k) Savings Plan** which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the trustee, as of and for the year ended December 31, 2012 and 2011, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

To the Trustees
Nypro 401(k) Savings Plan
Page 2

Other Matter

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

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

GRAY, GRAY & GRAY, LLP

Gray, Gray & Gray, LLP

Westwood, MA
July 19, 2013

NYPRO 401(k) SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	<u>December 31,</u>	
	<u>2012</u>	<u>2011</u>
ASSETS		
Investments at fair value:		
Mutual funds	\$ 94,803,720	\$ 80,509,280
Common/collective trust	19,838,769	19,980,001
Common stock	209,796	166,561
Cash and cash equivalents	<u>489,951</u>	<u>290,411</u>
Total investments	<u>115,342,236</u>	<u>100,946,253</u>
Receivables:		
Notes receivable from participants	4,527,931	4,383,493
Employer's contributions	<u>664,346</u>	<u>611,217</u>
Total receivables	<u>5,192,277</u>	<u>4,994,710</u>
LIABILITIES		
Excess contributions refundable	<u>(4,581)</u>	<u>-</u>
Total liabilities	<u>(4,581)</u>	<u>-</u>
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	120,529,932	105,940,963
Adjustment from fair value to contract value for fully benefit-responsive investment contract	<u>(538,022)</u>	<u>(485,447)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 119,991,910</u>	<u>\$ 105,455,516</u>

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

NYPRO 401(k) SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2012

ADDITIONS TO NET ASSETS ATTRIBUTED TO

Investment income:

Net appreciation in fair value of investments
Interest and dividends

\$ 8,708,255
3,599,966

Total investment income

12,308,221

Interest on notes receivable from participants

190,469

Contributions:

Participants' contributions
Employer's contributions
Rollover contributions

6,051,807
2,176,070
3,583,297

Total contributions

11,811,174

Total additions

24,309,864

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO

Benefits paid to participants
Administrative expenses

9,741,932
31,538

Total deductions

9,773,470

NET INCREASE

14,536,394

NET ASSETS AVAILABLE FOR BENEFITS

Beginning of year

105,455,516

End of year

\$ 119,991,910

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

NYPRO 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012

NOTE 1 – DESCRIPTION OF PLAN

The following description of Nypro 401(k) Savings Plan (the “Plan”) provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General – The Plan is a defined-contribution plan established on July 1, 1986 and is sponsored by Nypro, Inc. (the “Company”). The Plan is a thrift (or savings) plan that provides for optional periodic participant contributions matched in part by the employer. It is intended that the Plan qualify under Section 401(a) of the Internal Revenue Code (IRC). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Eligibility – The Plan is available to all employees at the following affiliated and non-affiliated participating employers:

Affiliated Participating Employers:

D-J, Inc.
Nypro Inc.
Nypro Healthcare Baja, Inc.
Radius Chicago, LLC
Radius Product Development
N.P. Medical

Non Affiliated Participating Employers:

Nypro Kanaak Alabama, LLC
Nypro Kanaak-Iowa, Inc.
Nypro Mold, Inc.
Nypro Mold Chicago, Inc.
Union Street Brand Packaging, LLC

Employees are eligible to participate in the Plan on the date the employee first performs an hour of service.

Participant Contributions – Participants may elect to make voluntary pretax contributions of no less than 1% and no more than 75% of their compensation, as defined under the Plan document, not to exceed the dollar limit which is set by law. Participant contributions are also subject to certain limitations, as defined under the Plan document. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers several mutual funds and a common/collective trust as investment options. The Plan also offers the ability to establish a self-directed brokerage account allowing participants to invest in a wide array of investment securities. Furthermore, the Plan also offers participants a voluntary managed account service that selects and manages the investment options in the Plan to create an approach based on one's time horizon for retirement and/or risk tolerance and financial situation.

Unless instructed otherwise by the participant, upon becoming eligible to participate in the Plan, 3% of the participants' eligible compensation will be contributed to the Plan.

Participants may elect to make rollover contributions from other qualified plans.

Certain participants who are also participants in the Company's ESOP plan are allowed to diversify their balance in the ESOP plan by transferring amounts to this Plan.

NYPRO 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012

NOTE 1 – DESCRIPTION OF PLAN (CONTINUED)

Participant's Accounts – Each participant's account is credited with the participant's contribution, the employer's match contribution, and allocation of (a) the Company's discretionary contributions and (b) Plan earnings (losses). Allocations are based on participant earnings (losses) or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Employer Contributions – The employer makes a matching contribution based on length of service, as detailed below.

<u>Length of Service</u>	<u>Employer Matching Contribution</u> <u>(per \$1.00 of participant contribution)</u>
Less than 5 years	25%
5 years but less than 10 years	35%
10 years but less than 15 years	40%
15 years but less than 20 years	45%
20 years or more	50%

Employer matching contributions are limited to the first 6% of an employee's base compensation, as defined under the Plan document.

In addition to employer matching contributions, the Company may also elect to make discretionary contributions to the Plan. To be eligible to receive these discretionary contributions, the participant must be an eligible employee on the last day of the plan year and have completed 1,000 hours of service in the plan year. As of December 31, 2012 and 2011, the Plan had recorded discretionary contributions of \$376,437 and \$690,686, respectively.

The Company, at its discretion, may also make a qualified non-elective contribution to the Plan to satisfy certain sections of the Internal Revenue Code. As of December 31, 2012, the Plan had recorded qualified non-elective contributions of \$380,331. There were no non-elective contributions in 2011.

In conjunction with an amendment to the Employee Stock Ownership Plan, the Company has guaranteed match levels to be not less than current match levels through 2019, unless there is a change in applicable 401(k) laws or regulations.

Forfeitures – At December 31, 2012 and 2011, forfeited non-vested accounts totaled \$102,632 and \$55,302, respectively. These amounts will be used to offset future employer contributions. During 2012, \$81,517 forfeited non-vested amounts were used to reduce the employer discretionary contributions.

NYPRO 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012

NOTE 1 – DESCRIPTION OF PLAN (CONTINUED)

Notes Receivable from Participants – Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of the vested portion of their account balance. The loans are secured by the balance in the participant's account and bear interest at rates ranging from 4.25% to 10.25%, which are commensurate with local prevailing rates as determined by the third party administrator. Principal and interest is paid ratably through monthly payroll deductions.

Vesting – A participant in the Plan is 100% vested at all times in his or her participant contributions, rollover contributions, and qualified non-elective contributions (QNEC) and related earnings thereon.

Vesting of the employer discretionary contribution and the employer matching contribution, as well as related earnings thereon, is as follows:

<u>Length of Service</u>	<u>Vesting Percentage</u>
Less than 1 year	0%
1 year but less than 2 years	20%
2 years but less than 3 years	40%
3 years but less than 4 years	60%
4 years but less than 5 years	80%
5 years or more	100%

The Plan also provides for special vesting rules under certain circumstances, as defined in the Plan documents.

Termination of Employment and Withdrawals – If a participant terminates employment for any reason, his or her account becomes 100% distributable if below \$1,000; otherwise, the employee may defer distribution until age 70½. A participant may not withdraw any part of his or her account while still employed by the Company, except in cases of financial hardship, as determined by the Plan Administrator. Participants who have attained age 59½ may withdraw all or a portion of their vested account balance. In-service withdrawals by participants who have not attained age 59-1/2 are limited to the participant's salary deferral account, which does not include employer contributions.

NYPRO 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting – The financial statements of the Plan are prepared under the accrual method of accounting. The financial statements and supplementary schedules have been prepared to satisfy the reporting and disclosure requirements of ERISA.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The statements of net assets available for benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Cash and Cash Equivalents – Cash and cash equivalents consist of money market funds and certificates of deposit.

Investment Valuation and Income Recognition – Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 10 for discussion of 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. Realized and unrealized gains and losses are reported in the accompanying statement of changes in assets available for benefits as net depreciation in fair value of investments.

Notes Receivable from Participants – Notes receivable from participants is measured at their unpaid principal balances plus any accrued but unpaid interest. Management has evaluated notes receivable from participants for collectability and has determined that no allowance is considered necessary.

Payment of Benefits – Benefits are recorded when paid.

Operating Expenses – All expenses incurred in the administration of the Plan may be paid by the Company, except for expenses paid to the trustee and investment advisor expenses, which are withdrawn from the respective funds. If the Company does not pay such expenses, then they shall be paid out of the Plan. During 2012 all administrative expenses were paid by the Company.

Use of Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires Plan management to make estimates and assumptions that affect the reported amounts of Plan assets and liabilities and changes therein, and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

NYPRO 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Uncertain Tax Positions – Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more-likely-than-not would not be sustained upon examination. The plan administrator has analyzed the tax positions taken by the plan, and has concluded that as of December 31, 2012, 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 period in progress. The plan administrator believes it is no longer subject to income tax examination for years prior to 2009.

Reclassifications – Certain 2011 financial information has been reclassified to conform to the 2012 presentation. The reclassifications have no impact on the previously reported change in net assets

NOTE 3 – INVESTMENTS

The following table presents investments that represent 5% or more of the Plan's net assets at December 31:

	2012	
	<u>Shares</u>	<u>Value</u>
Pimco Total Return Inst	536,316	\$ 6,028,188
Fidelity Growth Company Fund	239,514	\$ 22,365,816
Fidelity Puritan Fund	313,116	\$ 6,077,572
Fidelity Low-Priced Stock Fund	434,210	\$ 17,151,290
Fidelity Managed Income Portfolio Fund II	19,300,747	\$ 19,300,747

	2011	
	<u>Shares</u>	<u>Value</u>
Fidelity Growth Company Fund	224,264	\$ 18,140,691
Fidelity Puritan Fund	306,449	\$ 5,421,086
Fidelity Low-Priced Stock Fund	411,489	\$ 14,702,510
Fidelity Managed Income Portfolio Fund II	19,494,554	\$ 19,494,554

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value during the year ended December 31, 2012, as follows:

Mutual funds	\$ 8,717,909
Common stocks	<u>(9,654)</u>
	<u>\$ 8,708,255</u>

NYPRO 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012

NOTE 4 – PLAN TERMINATIONS

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

NOTE 5 – TAX STATUS

The Plan received a determination letter from the IRS dated May 22, 2009, stating that the Plan is qualified under Internal Revenue Code ("IRC") Section 401(a), and therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan has been amended since receiving the opinion letter. However, the Plan Administrator believes that the Plan is designed and currently being operated in compliance with Section 401(a) of the IRC and, therefore believes that the Plan is qualified and that the related trust is tax-exempt as of the financial statement date.

NOTE 6 – RISK AND UNCERTAINTIES

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

NOTE 7 – CERTIFICATION OF TRUSTEE

In accordance with Department of Labor Regulations, various information presented herein, was prepared from statements certified as being complete and accurate by the Plan's trustee. Except for the employer's contributions receivable and the excess contributions refundable recognized in the statements of net assets available for benefits and the related impact on the statement of changes in net assets available for benefits, all information in the statements of net assets available for benefits, statement of changes in net assets available for benefits and the schedule of assets (held at end of year) was derived from statements certified by the Plan's trustee.

NYPRO 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012

NOTE 8 – RELATED PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Fidelity Investments. Fidelity Management Trust Company is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Administrative expenses paid by the Plan to Fidelity Management Trust Company were \$31,538 for the year ended December 31, 2012.

NOTE 9 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31:

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements	\$119,991,910	\$105,455,516
Add - adjustment from fair value to contract value for fully benefit-responsive investment contract	538,022	485,447
Less - contributions receivable	(664,346)	(611,217)
Add - excess contribution refundable at end of year	4,581	-
Less - deemed distributions on notes receivable from participants	<u>(14,525)</u>	<u>(36,396)</u>
Net assets per the Form 5500	<u><u>\$119,855,642</u></u>	<u><u>\$105,293,350</u></u>

The following is a reconciliation of the total net decrease per the financial statements to net income per the Form 5500 as of December 31, 2012:

Net increase per the financial statements	\$ 14,536,394
Less - contributions receivable at end of year	(664,346)
Add - contributions receivable at beginning of year	611,217
Add - excess contribution refundable at end of year	4,581
Add - adjustment from fair value to contract value for fully benefit-responsive investment contract at end of year	538,022
Less - adjustment from fair value to contract value for fully benefit-responsive investment contract at beginning of year	(485,447)
Less - change in deemed distributions on notes receivable from participants	<u>21,871</u>
Net income per the Form 5500	<u><u>\$ 14,562,292</u></u>

NYPRO 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012

NOTE 10 – FAIR VALUE MEASUREMENTS

FASB, Accounting Standards Codification (ASC) 820, Fair Value Measurement and Disclosures, provides the framework for measuring fair value. The framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

Level 2 - inputs to the valuation methodology include

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets 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 assets or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012.

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

Common/collective trusts: Valued at the NAV of units of a bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities

Common stock: Valued at quoted market prices.

NYPRO 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012

NOTE 10 – FAIR VALUE MEASUREMENTS (CONTINUED)

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:

	2012			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Mid/large cap stock funds	\$ 75,759,444	\$ -	\$ -	\$ 75,759,444
Fixed income funds	10,386,624	-	-	10,386,624
International funds	5,235,294	-	-	5,235,294
Intermediate government Fund	10,368	-	-	10,368
Small cap stock funds	3,234,426	-	-	3,234,426
High yield fixed income funds	105,605	-	-	105,605
Emerging market currencies funds	71,959	-	-	71,959
Common stocks				
Basic Materials	35,130	-	-	35,130
Consumer Goods	113,353	-	-	113,353
Industrial Goods	14,505	-	-	14,505
Technology	25,403	-	-	25,403
Other	21,405	-	-	21,405
Common/collective trust	-	19,838,769	-	19,838,769
Cash and cash equivalents	489,951	-	-	489,951
Total investment at fair value	<u>\$ 95,503,467</u>	<u>\$ 19,838,769</u>	<u>\$ -</u>	<u>\$115,342,236</u>

NYPRO 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012

NOTE 10 – FAIR VALUE MEASUREMENTS (CONTINUED)

	2011		
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
			<u>Total</u>
Mutual funds:			
Mid/large cap stock funds	\$ 63,417,241	\$ -	\$ 63,417,241
Fixed income funds	8,832,268	-	8,832,268
International funds	4,570,187	-	4,570,187
Small cap stock funds	3,563,474	-	3,563,474
High yield fixed income funds	59,584	-	59,584
Emerging market currencies funds	66,526	-	66,526
Common stocks			
Basic Materials	11,266	-	11,266
Consumer Goods	77,760	-	77,760
Industrial Goods	5,840	-	5,840
Technology	3,131	-	3,131
Finance	17,625	-	17,625
Other	50,939	-	50,939
Common/collective trust	-	19,980,001	19,980,001
Cash and cash equivalents	290,411	-	290,411
Total investment at fair value	<u>\$ 80,966,252</u>	<u>\$ 19,980,001</u>	<u>\$ 100,946,253</u>

Fair Value of Investments in Entities that Use NAV – The Plan invests in the Fidelity Managed Income Portfolio Fund II which is a Common Collective Trust. The primary investment objective of the Fidelity Managed Income Portfolio Fund II is to seek the preservation of capital, as well as to provide a competitive level of income over time consistent with the preservation of capital. The following table summarizes investments measured at fair value based on NAV per share as of December 31:

2012					
<u>Investment</u>	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency</u>	<u>Other Redemption Restrictions</u>	<u>Redemption Notice period</u>
Fidelity Managed Income Portfolio Fund II	\$ 19,838,769	None	Daily	None	None
2011					
<u>Investment</u>	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency</u>	<u>Other Redemption Restrictions</u>	<u>Redemption Notice period</u>
Fidelity Managed Income Portfolio Fund II	\$ 19,980,001	None	Daily	None	None

NYPRO 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012

NOTE 11 – SUBSEQUENT EVENTS

In conjunction with the sale of Nypro, Inc. to Jabil Circuit, Inc. in July 2013, proceeds from the sale of Nypro, Inc. stock held in the Company's Employee Stock Ownership Plan ("ESOP"), will be merged into the Plan in September 2013. Additionally, during an eight week period beginning in September 2013, participants will be able to make a one-time in-service withdrawal of up to 20% of their proceeds from the ESOP.

The Company has evaluated subsequent events through July 19, 2013, to the date which the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

NYPRO 401(k) SAVINGS PLAN

SUPPLEMENTAL SCHEDULE REQUIRED BY ERISA AND THE DEPARTMENT OF LABOR

DECEMBER 31, 2012

PLAN NUMBER: 002 EIN: 04-2193872

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

(a)	(b)	(c) <u>Description of investment, including</u> <u>maturity date, rate of interest,</u>	(d)	(e)
<u>Identity of issue, borrower, lessor or similar party</u>		<u>collateral, par or maturity value</u>	<u>Cost</u>	<u>Current value</u>
Mutual Funds				
* Fidelity Freedom 2005 Fund		Registered investment company	**	\$ 241,728
Spartan Ext Market Index Advantage Fund		Registered investment company	**	\$ 579,988
* Fidelity Freedom 2050 Fund		Registered investment company	**	\$ 446,166
* Fidelity Freedom Income Fund		Registered investment company	**	\$ 417,869
* Fidelity Freedom 2010 Fund		Registered investment company	**	\$ 306,223
* Fidelity Freedom 2045 Fund		Registered investment company	**	\$ 653,008
* Fidelity Freedom 2000 Fund		Registered investment company	**	\$ 191,666
Spartan International Index Advantage Fund		Registered investment company	**	\$ 506,936
Munder Mid-Cap Core Growth Y		Registered investment company	**	\$ 770,060
Vanguard 500 Index		Registered investment company	**	\$ 1,589,979
* Fidelity Freedom 2040 Fund		Registered investment company	**	\$ 1,598,487
* Fidelity Freedom 2015 Fund		Registered investment company	**	\$ 1,958,671
* Fidelity Freedom 2055 Fund		Registered investment company	**	\$ 66,357
* Fidelity Small Cap Stock Fund		Registered investment company	**	\$ 1,739,229
* Fidelity Fund		Registered investment company	**	\$ 1,901,769
Royce Low Priced Stock Fund		Registered investment company	**	\$ 1,479,711
* Fidelity Freedom 2035 Fund		Registered investment company	**	\$ 2,576,047
Perkins Mid Cap Value		Registered investment company	**	\$ 2,521,573
* Fidelity Freedom 2025 Fund		Registered investment company	**	\$ 2,642,264
* Fidelity Institutional Short-Intermediate Government Fund		Registered investment company	**	\$ 2,425,269
MFS Value R3		Registered investment company	**	\$ 3,551,570
* Fidelity Freedom 2030 Fund		Registered investment company	**	\$ 4,105,198
* Fidelity Freedom 2020 Fund		Registered investment company	**	\$ 4,857,203
Thornburg International Value R5		Registered investment company	**	\$ 4,724,594
* Pimco Total Return Inst		Registered investment company	**	\$ 6,028,188
* Fidelity Puritan Fund		Registered investment company	**	\$ 6,077,572
* Fidelity Low-Priced Stock Fund		Registered investment company	**	\$ 17,151,290
* Fidelity Growth Company Fund		Registered investment company	**	\$ 22,365,816
* Fidelity Managed Income Portfolio Fund II		Common/collective trust	**	\$ 19,838,769
Self Directed Brokerage Accounts		Brokerage account	**	\$ 2,027,239
Cash and cash equivalents				
Non-interest bearing cash		Cash and cash equivalents	**	\$ 1,797
* Participant notes receivable		4.25% - 10.25% maturing through September 2022	\$ -	\$ 4,513,406

* Represents party-in-interest to the Plan

** Cost omitted for participant directed investments