

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2012
		This Form is Open to Public Inspection

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>APERIO TECHNOLOGIES INC 401(K) PLAN</u>	1b Three-digit plan number (PN) ► <u>001</u> 1c Effective date of plan <u>01/01/2002</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>APERIO TECHNOLOGIES, INC.</u> <u>1360 PARK CENTER DR</u> <u>VISTA, CA 92081-8300</u>	2b Employer Identification Number (EIN) <u>33-0939292</u> 2c Sponsor's telephone number <u>760-304-6245</u> 2d Business code (see instructions) <u>541700</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/07/2013</u>	<u>STEPHEN WHITE</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
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 APERIO TECHNOLOGIES, INC. 1360 PARK CENTER DR VISTA, CA 92081-8300		3b Administrator's EIN 33-0939292
		3c Administrator's telephone number 760-304-6245
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 247
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	157
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	51
d Subtotal. Add lines 6a , 6b , and 6c	6d	208
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	208
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	170
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 3D 2T		
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) ☐ <u>0</u> 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>APERIO TECHNOLOGIES INC 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>APERIO TECHNOLOGIES, INC.</u>	D Employer Identification Number (EIN) <u>33-0939292</u>

Part I 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

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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)

T. ROWE PRICE RPS, INC.

52-1309931

(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?
15 21 25 28 37 38 49 50 52 57 59 62 63 64 65	NONE	3247	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

GOLDMAN SACHS

13-3575636

(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?
28 59	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

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

HARBOR FUNDS

04-2679462

(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?
28 59	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	0	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
T. ROWE PRICE RPS, INC.	15 21 25 28 37 38 49 50 52 57 59 62 63 64 65	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.
GOLDMAN SACHS MID CAP VAL P.O. BOX 219711 KANSAS CITY, MO 64121	FEE FOR SHAREHOLDER SERVICING BASED ON 0.50%	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
T. ROWE PRICE RPS, INC.	15 21 25 28 37 38 49 50 52 57 59 62 63 64 65	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 MID CAP GRO 111 SOUTH WACKER DRIVE CHICAGO, IL 60606	FEE FOR SHAREHOLDER SERVICING BASED ON 0.35%	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
GOLDMAN SACHS	28 59	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.
GOLDMAN SACHS MID CAP VAL P.O. BOX 219711 KANSAS CITY, MO 64121	INVESTMENT MANAGEMENT FEE BASED ON 1.16%	

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
HARBOR FUNDS	28 59	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 MID CAP GRO 111 SOUTH WACKER DRIVE CHICAGO, IL 60606	INVESTMENT MANAGEMENT FEE BASED ON 1.23%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(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.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(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.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 <div style="font-size: 24pt; font-weight: bold;">2012</div> 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 APERIO TECHNOLOGIES INC 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 APERIO TECHNOLOGIES, INC.	D Employer Identification Number (EIN) 33-0939292	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	137645	213565
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	71021	65826
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	3817993	4570954
(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	4026659	4850345

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	4026659	4850345
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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)		
(B) Participants	2a(1)(B)	1119910	
(C) Others (including rollovers)	2a(1)(C)	114483	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1234393
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	10	
(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)	2167	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2177
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	129401	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		129401
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		520684
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1886655

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1030707	
(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)		1030707
f Corrective distributions (see instructions)	2f		22124
g Certain deemed distributions of participant loans (see instructions).....	2g		6891
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	3247	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		3247
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1062969

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		823686
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

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

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

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

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

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 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	
4c			
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	
4d			
e Was this plan covered by a fidelity bond?	X		500000
4e			
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	
4f			
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	
4g			
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	
4h			
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		
4i			
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	
4j			
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	
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-3583801</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

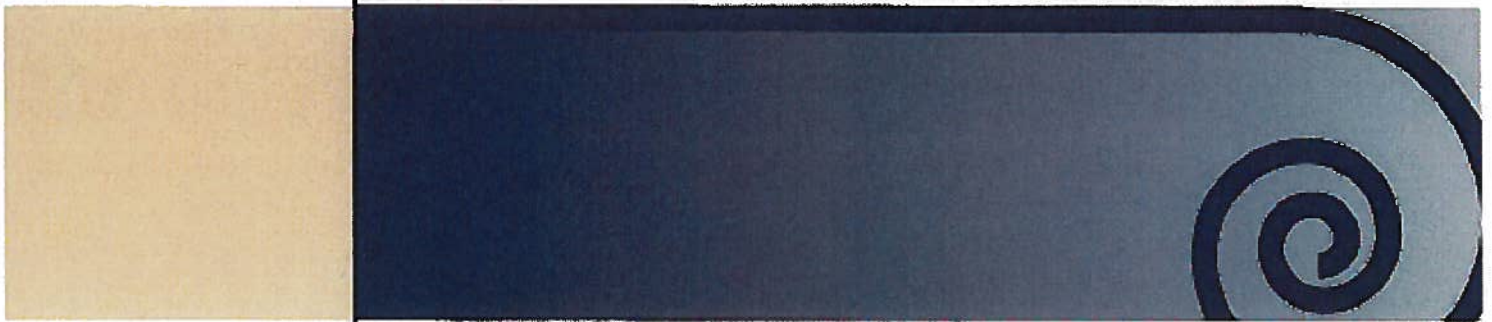
- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

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

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

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

Aperio Technologies, Inc. 401(k) Plan



Financial Statements and Supplemental Schedule December 31, 2012 and 2011



**Mayer
Hoffman
McCann P.C.**
An Independent CPA Firm

Aperio Technologies, Inc. 401(k) Plan

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Supplemental Schedule *

Schedule H, line 4i - Schedule of Assets (Held at End of Year)	16-17
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*Other schedules required by 29 CFR 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 have been omitted because they are not applicable.



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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator
Aperio Technologies, Inc. 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Aperio Technologies, Inc. 401(k) Plan ("Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, 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

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting 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 3, which was certified by State Street Bank and Trust Company, the Trustee of the Plan, except for comparing the information with the related information included in the financial statements. 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 certifications from the Trustee as of December 31, 2012 and 2011 and for the years then ended, 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.

Emphasis of Matter

As further discussed in Note 1 to the financial statements, the Plan Administrator adopted a resolution to merge the Plan effective April 5, 2013. In connection with the merger, the Plan terminated on April 4, 2013. In accordance with accounting principles generally accepted in the United States of America, the Plan has changed its basis of accounting from the ongoing Plan basis to the liquidation basis for periods after April 4, 2013.

Other Matter

The supplemental schedule, 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, 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.

Mayer Hoffman McCann P.C.

San Diego, California
October 4, 2013

Aperio Technologies, Inc.
401(k) Plan

Statements of Net Assets Available for Benefits

<i>December 31,</i>	2012	2011
Assets		
Investments at fair value	\$ 4,784,519	\$ 3,955,638
Receivables:		
Notes receivable from participants	65,826	71,021
	65,826	71,021
Total Assets	4,850,345	4,026,659
Liabilities		
Excess contributions payable	-	22,124
Total Liabilities	-	22,124
Net Assets Available for Benefits	\$ 4,850,345	\$ 4,004,535

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

Aperio Technologies, Inc.
401(k) Plan

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2012

Additions to Net Assets

Investment income:

Interest and dividends	\$ 129,411
Net appreciation in fair value of investments	520,684

650,095

Interest income on notes receivable from participants 2,167

Contributions:

Participants	1,119,910
Rollovers	114,483

1,234,393

Total Additions **1,886,655**

Deductions from Net Assets

Benefits paid to participants	1,037,598
Expenses	3,247

Total Deductions **1,040,845**

Net Increase in Net Assets Available for Benefits **845,810**

Net Assets Available for Benefits, Beginning of Year **4,004,535**

Net Assets Available for Benefits, End of Year **\$ 4,850,345**

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

Aperio Technologies, Inc. 401(k) Plan

Notes to Financial Statements

1. Description of the Plan

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

General

The Plan is a defined contribution plan established and sponsored by Aperio Technologies, Inc. ("Company"). The Plan was established on January 2, 2002, as restated January 1, 2009 and August 15, 2010, to enable eligible employees to share in Company earnings and permit employees to make pre-tax contributions to the Plan; thereby, providing employees with an opportunity to accumulate funds for their retirement. The Plan covers substantially all employees of the Company and is administered by the Company. Effective August 15, 2010, State Street Bank and Trust Company was named Trustee of the Plan, who has authority and responsibility for the management and investment of Plan assets maintained by the Custodian, T. Rowe Price Investment Services, Inc.

Participants in the Plan may choose to have their deferral and employer match contribution allocated among 31 investment options. There are no non-participant directed funds.

On October 22, 2012, Danaher Corporation announced that its wholly-owned subsidiary, Leica Biosystems Imaging, Inc., had completed an acquisition of the Company. In connection with the acquisition, the Company adopted a resolution requiring participants of the Plan to transfer their balances to the Danaher Corporation and Subsidiaries Savings Plan. See Note 10.

Eligibility and automatic enrollment

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

Contributions

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

Aperio Technologies, Inc. 401(k) Plan

Notes to Financial Statements

<i>Contributions, cont'd</i>	The Company may make discretionary matching contributions or profit-sharing contributions to the Plan. In 2012 there were no employer contributions to the Plan.
<i>Vesting</i>	<p>The portions of the participant's account attributable to rollover contributions, elective deferral contributions and any earnings are 100% vested and non-forfeitable.</p> <p>Employer contributions vest 20% after one complete year of service, as defined in the Plan agreement, and an additional 20% for each complete year of service thereafter until fully vested.</p>
<i>Forfeitures</i>	Unvested amounts forfeited by terminated employees are first used to pay administrative expenses. Any remaining amounts will be used to reduce future employer contributions payable under the Plan. There were no forfeitures in 2012.
<i>Allocations</i>	Each participant's account is credited with the participant's contribution and allocations of the Company's contribution and Plan earnings, and may be charged with an allocation of the Plan's administrative expenses. Allocations are based on participant compensation, as defined in the Plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.
<i>Notes receivable from participants</i>	The Plan allows participants to borrow against their vested balances. Participants may have up to two loans outstanding at a time, neither of which may be made for less than \$1,000 and the combined outstanding balance may not exceed the lesser of \$50,000 or 50% of a participant's vested balance. Loan repayment periods may not exceed five years except for loans used to acquire a principal residence. In such case, a reasonable repayment period shall be established. Loans bear a reasonable rate of interest determined by the Company. Principal and interest is paid ratably through after-tax payroll deductions on at least a quarterly basis.
<i>Benefit payments</i>	Upon termination of service due to death, disability, or retirement, a participant (or beneficiary) may receive the value of the vested interest in their account as a lump-sum distribution.

Aperio Technologies, Inc.

401(k) Plan

Notes to Financial Statements

<i>Benefit payments, cont'd</i>	Participants may withdraw any or all of their vested account balances at any time during the Plan year provided certain hardship conditions, as defined in the Plan agreement, have been met. Benefit payments are recorded when paid.
<i>Plan expenses</i>	Direct fees and expenses related to the operation of the Plan are paid with forfeitures. Additional expenses not covered by forfeitures are paid from Plan assets and may be reimbursed by the Company.
<i>Plan termination</i>	The Plan agreement provides that the participants' accounts become fully vested and nonforfeitable upon termination of the Plan. The Plan Administrator will facilitate the distribution of account balances in single lump-sum payments to each participant in accordance with Plan provisions until all assets have been distributed by the Trustee.
2. Summary of Significant Accounting Policies	A summary of the Plan's significant accounting policies consistently applied in the preparation of the accompanying financial statements follows.
<i>Basis of accounting</i>	The Plan uses the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America ("GAAP").
<i>Use of estimates</i>	The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts of assets and liabilities and changes therein, and disclosures of contingent assets and liabilities at the date of the financial statements. Accordingly, actual results could differ from those estimates.
<i>Fair value measurement</i>	<p>The Financial Accounting Standards Board ("FASB") establishes authoritative guidance for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).</p> <p>Level 1 – Valuation is based upon unadjusted quoted prices in active markets for identical assets or liabilities.</p>

Aperio Technologies, Inc.
401(k) Plan

Notes to Financial Statements

*Fair value
measurement,
cont'd*

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

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used during the years ended December 31, 2012 and 2011.

Common stocks, corporate bonds, and U.S. government securities: Valued at the closing price reported on the active market on which the individual securities are traded.

Mutual funds: Valued at the net asset value ("NAV") of shares held by the Plan at year end.

The preceding methods described may produce a fair value calculation that may not be indicative of the 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 tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2012 and 2011:

Aperio Technologies, Inc.

401(k) Plan

Notes to Financial Statements

*Fair value
measurement,
cont'd*

Investments at Fair Value as of December 31, 2012

	Level 1
Mutual funds	
Growth	\$ 3,896,649
Blend	378,625
Money market	213,565
Bond	193,712
Value	101,968
Total investments at fair value	\$ 4,784,519

Investments at Fair Value as of December 31, 2011

	Level 1
Mutual funds	
Growth	\$ 3,290,182
Blend	241,097
Bond	172,074
Money market	137,645
Value	114,640
Total investments at fair value	\$ 3,955,638

Reclassification

Certain items from the 2011 financial statements have been reclassified to conform with the 2012 presentation.

Investment valuation and income recognition

Mutual funds are stated at fair value. Fair value has been measured using unadjusted quoted market prices for identical assets in an active market.

Interest income is recognized when earned. Dividend income is recorded on the ex-dividend date. Realized gains and losses on investments are recognized upon the sale of the related investments and unrealized appreciation or depreciation is recognized at year end when the carrying values of the related investments are adjusted to their estimated fair market value. Purchase and sales of securities are reflected on a trade-date basis.

The Plan presents in the statement of changes in net assets available for benefits the net appreciation or depreciation in the fair value of its investments which consists of the realized gains or losses and the

Aperio Technologies, Inc. 401(k) Plan

Notes to Financial Statements

Investment valuation and income recognition, cont'd

unrealized appreciation or depreciation on those investments. Earnings or losses on investments are allocated on a pro rata basis to individual participant accounts based on the type of investment and the ratio of each participant's individual account balance to the aggregate of participant account balances. The portion of interest included in each loan payment made by a participant is recognized as interest income in the participant's individual account.

Notes receivable from participants

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

3. Information Certified by the Plan's Trustee (Unaudited)

Trustee

The Plan Administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

All Plan assets are held by State Street Bank and Trust Company, the Plan Trustee, who is responsible for the maintenance of all accounting records and the preparation of reports of activity related to those assets. The Trustee has certified to the Plan Administrator the completeness and accuracy of the financial information and data presented below.

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

Description of Investment	2012	2011
T. Rowe Price Retirement 2025	\$ 617,526	\$ 485,831
T. Rowe Price Retirement 2020	\$ 527,015	\$ 451,058
T. Rowe Price Retirement 2035	\$ 466,100	\$ 257,039
T. Rowe Price Retirement 2040	\$ 452,138	\$ 401,885
T. Rowe Price Retirement 2045	\$ 281,962	\$ 269,763
T. Rowe Price Retirement 2030	\$ 277,214	\$ 299,934
T. Rowe Price Capital Appreciation Fund	*	\$ 220,479
T. Rowe Price Mid Cap Growth Fund	*	\$ 204,279

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

Notes receivable from participants were \$65,826 and \$71,021 as of December 31, 2012 and 2011, respectively.

Aperio Technologies, Inc.

401(k) Plan

Notes to Financial Statements

*Interest and
dividend income*

Interest and dividend income was \$129,411 for 2012.

*Interest income
on notes
receivable from
participants*

Interest income on notes receivable from participants was \$2,167 for 2012.

*Net appreciation in
market value of
investments*

During 2012 the fair values of the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated by \$520,684.

4. Tax Status

The Plan is a non-standardized prototype plan. The non-standardized prototype plan received an opinion letter from the Internal Revenue Service dated March 31, 2008, indicating that the Plan is qualified under Section 401(a) of the Internal Revenue Code. Although the Plan has been amended since receiving the determination letter, the Plan Administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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

Certain Plan assets are invested in Custodian accounts. These transactions qualify as party-in-interest transactions.

**6. Pending
Distributions**

There were no Plan assets allocated to participants who had elected to withdraw from the Plan as of December 31, 2012.

**7. Excess
Contributions
Payable**

During 2011 the Plan failed certain nondiscrimination tests. As a result, refunds of excess contributions were required to be paid out to participants in order for the Plan to meet compliance testing requirements. An accrual was made for these excess contributions amounting to \$22,124 for the year ended December 31, 2011. During 2012 the Plan passed all nondiscrimination tests; therefore, no accrual was made for excess contributions for the year ended December 31, 2012. Refunds are paid in the year subsequent to the year in which the excess contribution occurred.

Aperio Technologies, Inc.
401(k) Plan

Notes to Financial Statements

**8. Risk and
Uncertainties**

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

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

Net assets available for benefits, as reported in the financial statements at December 31, 2012, are consistent with the amount reported in the Form 5500.

**10. Subsequent
Events**

Effective January 1, 2013, the Plan was amended and restated to remove the automatic deferral provision for newly eligible employees.

Effective April 5, 2013, all Plan assets were transferred to the Danaher Corporation and Subsidiaries Savings Plan.

The date through which subsequent events have been considered for these financial statements is the financial statement issuance date, October 4, 2013.

Aperio Technologies, Inc.

401(k) Plan



Supplemental Schedule

Aperio Technologies, Inc. 401(k) Plan

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

EIN: 33-0939292 Plan #001

December 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost**	(e) Current Value
*	T. Rowe Price Retirement 2025	Mutual Fund	\$ -	\$ 617,526
*	T. Rowe Price Retirement 2020	Mutual Fund	\$ -	\$ 527,015
*	T. Rowe Price Retirement 2035	Mutual Fund	\$ -	\$ 466,100
*	T. Rowe Price Retirement 2040	Mutual Fund	\$ -	\$ 452,138
*	T. Rowe Price Retirement 2045	Mutual Fund	\$ -	\$ 281,962
*	T. Rowe Price Retirement 2030	Mutual Fund	\$ -	\$ 277,214
*	T. Rowe Price Capital Appreciation	Mutual Fund	\$ -	\$ 223,310
*	T. Rowe Price Prime Reserve	Money Market Fund	\$ -	\$ 213,565
*	T. Rowe Price Mid Cap Growth	Mutual Fund	\$ -	\$ 195,603
*	T. Rowe Price Health Sciences	Mutual Fund	\$ -	\$ 183,241
*	T. Rowe Price New Income	Mutual Fund	\$ -	\$ 137,474
*	T. Rowe Price Spectrum Growth	Mutual Fund	\$ -	\$ 118,648
*	T. Rowe Price International Discovery	Mutual Fund	\$ -	\$ 113,454
*	T. Rowe Price Retirement 2015	Mutual Fund	\$ -	\$ 109,970
*	T. Rowe Price Personal Strategy Growth	Mutual Fund	\$ -	\$ 106,703
*	T. Rowe Price Retirement 2010	Mutual Fund	\$ -	\$ 103,936
*	T. Rowe Price Mid Cap Value	Mutual Fund	\$ -	\$ 101,968
*	T. Rowe Price New Horizon	Mutual Fund	\$ -	\$ 96,587

Aperio Technologies, Inc.
401(k) Plan

Schedule H, line 4i – Schedule of Assets (Held at End of Year), Cont'd

EIN: 33-0939292 Plan #001

December 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost**	(e) Current Value
*	T. Rowe Price Global Stock	Mutual Fund	\$ -	\$ 92,725
*	T. Rowe Price Small Cap Value	Mutual Fund	\$ -	\$ 87,411
*	T. Rowe Price Emerging European & Mediterranean	Mutual Fund	\$ -	\$ 80,093
*	T. Rowe Price Emerging Markets Bond	Mutual Fund	\$ -	\$ 56,238
*	T. Rowe Price Real Estate	Mutual Fund	\$ -	\$ 41,530
*	T. Rowe Price Equity Index 500	Mutual Fund	\$ -	\$ 40,031
	Goldman Sachs Mid Cap Value	Mutual Fund	\$ -	\$ 29,403
*	T. Rowe Price Emerging Markets Stock	Mutual Fund	\$ -	\$ 17,129
*	T. Rowe Price Retirement Income	Mutual Fund	\$ -	\$ 7,570
*	T. Rowe Price Retirement 2050	Mutual Fund	\$ -	\$ 3,309
*	T. Rowe Price Retirement 2055	Mutual Fund	\$ -	\$ 1,703
	Harbor Mid Cap Growth	Mutual Fund	\$ -	\$ 659
*	T. Rowe Price Retirement 2005	Mutual Fund	\$ -	\$ 304
*	Notes receivable from participants	3.25% - 7.25%	\$ -	\$ 65,826

* Represents a party-in-interest.

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

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

Name of Plan:

► APERIO TECHNOLOGIES, INC. 401(K) PLAN

Employer Identification Number: ►

33-0939292

Plan

For plan year (beginning/ending): ►

01/01/2012-12/31/2012

number: ►

001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	T. ROWE PRICE INTERNATIONAL DISCOVERY	MUTUAL FUND		113454.00
	T. ROWE PRICE NEW HORIZONS	MUTUAL FUND		96587.00
	T. ROWE PRICE NEW INCOME	MUTUAL FUND		137474.00
	T. ROWE PRICE PRIME RESERVE	MONEY MARKET		213565.00
	T. ROWE PRICE SMALL-CAP VALUE	MUTUAL FUND		87411.00
	T. ROWE PRICE MID-CAP GROWTH	MUTUAL FUND		195603.00
	T. ROWE PRICE CAPITAL APPRECIATION	MUTUAL FUND		223310.00
	T. ROWE PRICE SPECTRUM GROWTH	MUTUAL FUND		118648.00
	T. ROWE PRICE EQUITY INDEX 500	MUTUAL FUND		40031.00
	T. ROWE PRICE PERSONAL STRATEGY GROWTH	MUTUAL FUND		106704.00
	T. ROWE PRICE EMERGING MARKETS BOND	MUTUAL FUND		56238.00
	T. ROWE PRICE EMERGING MARKETS STOCK	MUTUAL FUND		17129.00
	T. ROWE PRICE GLOBAL STOCK	MUTUAL FUND		92725.00
	T. ROWE PRICE HEALTH SCIENCES	MUTUAL FUND		183241.00
	T. ROWE PRICE MID-CAP VALUE	MUTUAL FUND		101968.00
	T. ROWE PRICE REAL ESTATE	MUTUAL FUND		41530.00
	T. ROWE EMER'G EURO & MEDITERRANEAN	MUTUAL FUND		80093.00
	T. ROWE PRICE RETIREMENT 2010	MUTUAL FUND		103936.00
	T. ROWE PRICE RETIREMENT 2020	MUTUAL FUND		527015.00
	T. ROWE PRICE RETIREMENT 2030	MUTUAL FUND		277214.00
	T. ROWE PRICE RETIREMENT 2040	MUTUAL FUND		452138.00
	T. ROWE PRICE RETIREMENT INCOME	MUTUAL FUND		7570.00
	T. ROWE PRICE RETIREMENT 2005	MUTUAL FUND		304.00
	T. ROWE PRICE RETIREMENT 2015	MUTUAL FUND		109970.00
	T. ROWE PRICE RETIREMENT 2025	MUTUAL FUND		617525.00
	T. ROWE PRICE RETIREMENT 2035	MUTUAL FUND		466100.00
	GOLDMAN SACHS MID CAP VALUE FUND CLASS A	MUTUAL FUND		29403.00
	T. ROWE PRICE RETIREMENT 2045	MUTUAL FUND		281962.00
	HARBOR MID CAP GROWTH FUND, INVESTOR	MUTUAL FUND		659.00
	T. ROWE PRICE RETIREMENT 2050	MUTUAL FUND		3309.00
	T. ROWE PRICE RETIREMENT 2055	MUTUAL FUND		1703.00
	PARTICIPANT LOANS	LOW-HIGH INTEREST RATE 3.25% - 7.25%		65826.00