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 01/01/2012 and ending 12/31/2012

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
METROHM USA, INC. AND IT'S AFFILIATED COMPANIES 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 03/01/2006

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

BRINKMANN INSTRUMENTS, INC. DBA METROHM USA, INC.

6555 PELICAN CREEK CIRCLE
RIVERVIEW, FL 33578

6555 PELICAN CREEK CIRCLE
RIVERVIEW, FL 33578

2b Employer Identification Number (EIN)
26-0130818

2c Sponsor's telephone number
813-316-4711

2d Business code (see instructions)
423400

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/09/2013	ANNE PERMENTER
	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

BRINKMANN INSTRUMENTS, INC. DBA METROHM USA, INC.

6555 PELICAN CREEK CIRCLE
RIVERVIEW, FL 33578

3b Administrator's EIN 26-0130818

3c Administrator's telephone number 813-316-4711

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**	182
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**	154
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	58
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	212
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	213
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	176
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	5
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 2T 3D

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)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**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
METROHM USA, INC. AND IT'S AFFILIATED COMPANIES 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BRINKMANN INSTRUMENTS, INC. DBA METROHM USA, INC.

D Employer Identification Number (EIN)
26-0130818

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FID.INV.INST.OPS.CO.

04-2647786

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

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

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

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

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

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

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

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

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

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

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 60	RECORDKEEPER	6440	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COL SM CAP VALUE I Z - COLUMBIA MGT 04-2526037	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 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.
GS MID CAP VALUE A - GOLDMAN, SACHS 13-5108880	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 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.
HARBOR INTL INV - PRINCIPAL SHAREHO P.O. BOX 804660 CHICAGO, IL 60680	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.
MFS VALUE R3 - MFS SERVICE CENTER I 04-2865649	0.50%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MSIF MID CAP GRTH P - MORGAN STANLE 13-3799749	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 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.
OAKMARK EQ & INC I - BOSTON FINANCI P.O. BOX 8480 BOSTON, MA 02266	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 INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO TOT RETURN ADM - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.27%

(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.
ROYCE PA MUTUAL SVC - BOSTON FINANC P.O. BOX 8480 BOSTON, MA 02266	0.45%

(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.
TCW SM CAP GRTH I - U.S. BANCORP FU P.O. BOX 701 MILWAUKEE, WI 53201	0.35%

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

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
METROHM USA, INC. AND IT'S AFFILIATED COMPANIES 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
BRINKMANN INSTRUMENTS, INC. DBA METROHM USA, INC.

D Employer Identification Number (EIN)
26-0130818

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

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

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-3022712-024	C	2134606

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

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
METROHM USA, INC. AND IT'S AFFILIATED COMPANIES 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BRINKMANN INSTRUMENTS, INC. DBA METROHM USA, INC.

D Employer Identification Number (EIN)
26-0130818

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)	116384	142485
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	164271	138790
(9) Value of interest in common/collective trusts	1c(9)	2179894	2134606
(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)	8567254	8756032
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	11027803	11171913
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	11027803	11171913

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)	180073	
(B) Participants	2a(1)(B)	789903	
(C) Others (including rollovers)	2a(1)(C)	55267	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1025243
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	8087	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		8087
(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)	243850	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		243850
(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)		
(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)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		34614
(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)		866380
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		2178174
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2027608	
(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)		2027608
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)		
(4) Other	2i(4)	6456	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		6456
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2034064
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		144110
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: GREGORY, SHARER & STUART **(2)** EIN: 59-1850025

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:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

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

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ **Yes** ☒ **No**

If "Yes," enter the amount of any plan assets that reverted to the employer this year **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
METROHM USA, INC. AND IT'S AFFILIATED COMPANIES 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BRINKMANN INSTRUMENTS, INC. DBA METROHM USA, INC.

D Employer Identification Number (EIN)
26-0130818

Part I Distributions

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

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

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

EIN(s): 04-6568107

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

Metrohm USA, Inc. And It's Affiliated Companies
401(k) Plan
EIN 26-0130818 PN 001

Financial Statements
And Supplemental Schedule

December 31, 2012 And 2011

Table Of Contents

	Page No.
Independent Auditor's Report	3-4
Financial Statements	
Statements Of Nets Assets Available For Benefits	5
Statements Of Changes In Net Assets Available For Benefits	6
Notes To Financial Statements	7-12
Supplemental Schedule	
Schedule H, Line 4i - Schedule Of Assets (Held At End of Year)	14

Gregory, Sharer & Stuart, P.A.
Certified Public Accountants and Business Consultants

Independent Auditor's Report

To the Plan Administrator
Metrohm USA, Inc. And It's Affiliated Companies 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Metrohm USA, Inc. and It's Affiliated Companies 401(k) Plan (the Plan), which consist of the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, 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.

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 C, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing this 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 assets and executes transactions. The plan administrator has obtained a certification 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.

100 Second Avenue South • Suite 600 • St. Petersburg, Florida 33701-4336
(727) 821-6161 | FAX (727) 822-4573
www.gsscpa.com

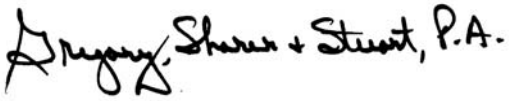
Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2012 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. 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.

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.

Gregory, Sharer & Stuart, P.A.



St. Petersburg, Florida
October 3, 2013

Statements Of Net Assets Available For Benefits

	December 31, 2012	December 31, 2011
Assets		
Investments, At Fair Value		
Common collective trust	**$ 2,134,606**	$ 2,179,894
Shares of registered investment companies	**8,756,032**	8,567,254
Total Investments, At Fair Value	**10,890,638**	10,747,148
Notes Receivable From Participants	**138,790**	164,271
Sponsor Contributions Receivable	**142,485**	116,384
Adjustment From Fair Value To Contract Value For Fully Benefit-Responsive Investment Contract	**(61,087)**	(53,764)
Net Assets Available For Benefits	**$ 11,110,826**	$ 10,974,039

Metrohm USA, Inc. And It's Affiliated Companies 401(k) Plan
EIN 26-0130818 PN 001
Statements Of Changes In Net Assets Available For Benefits

	Year Ended December 31, 2012	2011
Changes In Net Assets Attributed To:		
Contributions		
Sponsor	**$ 180,073**	$ 238,759
Participants	**789,903**	620,243
Rollovers	**55,267**	603,535
Total Contributions	**1,025,243**	1,462,537
Investment Income		
Interest income on common collective trust	**27,291**	22,641
Net appreciation (depreciation) in fair value of investment in shares of registered investment companies	**866,380**	(390,929)
Dividends	**243,850**	265,478
Total Investment Income (Loss)	**1,137,521**	(102,810)
Interest On Notes Receivable From Participants	**8,087**	5,835
Net Assets Transferred Into Plan	**-**	4,452,658
Benefits Paid To Participants	**(2,027,608)**	(1,332,301)
Administrative Expenses	**(6,456)**	(6,376)
Net Change	**136,787**	4,479,543
Net Assets Available For Benefits At Beginning Of Year	**10,974,039**	6,494,496
Net Assets Available For Benefits At End Of Year	**$ 11,110,826**	$ 10,974,039

See accompanying notes.

Note A - Description Of Plan

The following description of Metrohm USA, Inc. and It's Affiliated Companies 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all fulltime employees of Brinkman Instruments, Inc. d/b/a Metrohm USA, Inc. (the Sponsor). The Plan became effective March 1, 2006, but has been amended several times since that date. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

On April 1, 2011 (the effective date), Metrohm USA, Inc. Profit Sharing Plan (the Profit Sharing Plan) merged into the Plan. As a result of the merger on the effective date, the Profit Sharing Plan assets totaling $4,452,658 were transferred into the Plan.

Trustee And Recordkeeper

Fidelity Management Trust Company (Fidelity) is the trustee of the Plan and also provides recordkeeping services to the Plan.

Eligibility

A participant is eligible for participation in the Plan at the attainment of age 18 and on the first day following the month of hire.

Contributions

The Plan provides for participant salary reduction contributions, employee rollovers, catch up contributions, Sponsor matching contributions, and Sponsor profit sharing contributions. Participants can elect to contribute, in 1% increments, up to 60% of their compensation subject to statutory annual limits. In addition, participants may make voluntary, non-deductible, after-tax employee contributions limited to 10% of their compensation.

The Sponsor match is discretionary. For 2012, the Sponsor match was equal to 25% of each participant's salary reduction contribution, up to 8% of the participant's total eligible compensation. An additional discretionary match was made subsequent to December 31, 2012 and is reflected as receivable in the accompanying financial statements at December 31, 2011. From January 1, 2011 through April 30, 2011, the Sponsor made a match equal to 25% of each participant's salary reduction contribution, up to 6% of the participant's total eligible compensation. For the period from May 1, 2011 through December 31, 2011, the Sponsor made a match equal to 25% of each participant's salary reduction contribution, up to 8% of the participant's total eligible compensation. An additional discretionary match was made subsequent to December 31, 2011 and is reflected as receivable in the accompanying financial statements at December 31, 2011.

Effective April 1, 2011, the Sponsor added a discretionary sponsor profit sharing contribution component to the Plan. The Sponsor did not make any discretionary profit sharing contributions for the years ended December 31, 2012 and 2011.

Effective January 1, 2013, the Sponsor approved a discretionary match equal to 50% of each participant's salary reduction contribution, up to 8% of the participant's total eligible compensation.

Participant Accounts

Each participant's account is credited with the participant's salary reduction contributions, catch up contributions and an allocation of the Sponsor match, nonelective sponsor profit sharing contribution and plan earnings. Allocations of earnings are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Vesting

Participants are immediately vested in their salary reduction contributions, catch up contributions, employee rollovers, and actual earnings thereon. Vesting in the remainder of their accounts is based on years of service, as defined by the plan document. Participants are also fully vested upon retirement, death, total and permanent disability, and termination of the Plan.

The following schedule describes the Plan's Sponsor match contribution vesting provision for participants who terminated from the Plan on or before December 31, 2012 and also for the discretionary profit sharing contribution vesting provision:

Years of Service	Vested Percentage
Less than two years	0%
Two years	20%
Three years	40%
Four years	60%
Five years	80%
Six years	100%

Effective January 1, 2013, the following schedule describes the Plan's Sponsor match contribution vesting provision:

Years of Service	Vested Percentage
Less than two years	0%
Two years	20%
Three years and more	100%

The following schedule describes the merged Profit Sharing Plan's vesting provision for Plan years beginning before January 1, 2007:

Years of Service	Vested Percentage
Less than three years	0%
Three years	20%
Four years	40%
Five years	60%
Six years	80%
Seven years	100%

Investment Options

Upon enrollment in the Plan, a participant may direct employee and Sponsor contributions into various investment options. Participants may change their investment options periodically as permitted by the Sponsor.

Forfeited Accounts

Forfeitures of nonvested Sponsor contributions are used to reduce administrative expenses of the Plan and then applied to reduce future Sponsor contributions. Forfeitures amounted to $18,806 and $124,454 at December 31, 2012 and 2011, respectively. Forfeitures in the amount of $5,640 and $5,285 were used to reduce administrative expenses during 2012 and 2011, respectively. Forfeitures in the amount of $116,384 and $241 were used to reduce Sponsor contributions during 2012 and 2011, respectively.

Forfeitures of non-vested Sponsor contributions are non participant directed. Unused forfeitures in the amount of $18,806 at December 31, 2012 are included in the Fidelity Freedom Income Fund. Unused forfeitures in the amount of $45,915 and $78,539 at December 31, 2011 are included in the Fidelity Freedom Income Fund and Fidelity Managed Income Portfolio, respectively.

Information about the net assets and the significant components of the changes in net assets relating to the non participant-directed investments are as follows:

	2012	2011
Net assets as of December 31		
Common collective trust	$ -	$ 78,539
Shares of registered investment companies	18,806	45,915
Total Investments	$ 18,806	$ 124,454
Changes in net assets for the year ended December 31		
Appreciation (depreciation) in fair value of shares of registered investment companies	$ 1,197	$ (435)
Dividends	920	1,746
Current year forfeitures	14,259	99,754
Forfeiture used for expenses	(5,640)	(5,285)
Forfeiture used to reduce Sponsor contributions	(116,384)	(241)
	$ (105,648)	$ 95,539

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 their vested account balance. Loans are secured by the balance in the participant's account and must be repaid within five years, unless used for the purchase of a primary residence, and bear interest at rates ranging from 5.25% to 6.00% at December 31, 2012 and 2011.

Payment Of Benefits

Upon termination of service, a participant may receive a partial or lump sum payment. The participant may elect distributions in the form of rollovers to qualified plans or payments directly to the participant. In the event the participant does not provide an election, if the account balance is less than $1,000 the amount will be distributed in a lump sum payment. If the account balance is greater than $1,000, it will remain in the plan until an election is provided.

Prior to April 1, 2011, in the event the participant did not provide an election, an account balance that was $5,000 or less and exceeding $1,000 would be distributed to an Individual Retirement Account (IRA) or to an annuity. If the account balance was greater than $5,000, it would remain in the Plan until an election was provided.

Administrative Expenses

All reasonable costs and expenses (including legal, accounting, and employee communication fees) incurred by the Plan, unless paid by the Sponsor, may be paid from forfeitures (if any).

Note B - Significant Accounting Policies

The accompanying financial statements and notes are representations of the Sponsor's management which is responsible for the integrity and objectivity of the information. The accounting policies conform to accounting principles generally accepted in the United States of America and have been consistently applied in the preparation of the financial statements.

Basis Of Accounting

The financial statements of the Plan are presented on the accrual basis of accounting, except for benefit payments which are recorded when paid.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts, as 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 present 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 statements of changes in net assets available for benefits are prepared on a contract value basis.

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 D 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. Net appreciation (depreciation) in fair value of investments in shares of registered investment companies, includes the Plan's gains and losses on investments bought and sold, as well as held during the year.

Fully Benefit-Responsive Contract

The investment in the Fidelity Managed Income Portfolio common collective trust is considered fully-benefit responsive. Fully benefit-responsive contracts guarantee that a) the crediting rate provided under the contract will not fall below zero and b) participant initiated withdrawals from the fund will be covered at contract value.

The contract value of the trust is equal to the sum of all the benefits owed to participants in the trust. For a particular participant in the trust, contract value is equal to the sum of that participant's invested principal plus all accrued interest.

The contract value spot yield (credited to participants) for the common collective trust was 1.05% and 1.39% at December 31, 2012 and 2011, respectively. The market value spot yield (the underlying investment return) was 1.70% and 1.92% at December 31, 2012 and 2011, respectively.

Determination of credited interest rates reflects a number of factors, including mortality and expense risks, interest rate guarantees, the investment income earned on invested assets, and amortization of any capital gains and/or losses realized on the sale of invested assets.

Although the Plan Sponsor does not believe any of the following events are probable to occur, should these events occur, they could limit the ability of the Plan to transact at contract value with Fidelity. Such events include the following: 1) certain amendments to the Plan documents (including complete or partial termination), 2) bankruptcy of the Sponsor or other Sponsor events that cause a significant withdrawal from the Plan, or 3) the failure of the Plan to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA.

Notes Receivable From Participants

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

Use Of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Subsequent Events

The Plan's management has evaluated all events subsequent to December 31, 2012 and through October 3, 2013, which is the date these financial statements were available to be issued. The Plan's management determined that there are no subsequent events, other than disclosed in Note A, that require adjustment or disclosure in these financial statements.

Note C - Investments

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

2012	
Common Collective Trust	
Fidelity Managed Income Portfolio	$2,134,606
Shares of Registered Investment Companies	
Fidelity Growth Company	721,534
Fidelity Freedom 2030	589,414
Fidelity Blue Chip Growth	666,946
Spartan 500 Index Adv	875,484
2011	
Common Collective Trust	
Fidelity Managed Income Portfolio	$2,179,894
Shares of Registered Investment Companies	
Fidelity Growth Company	678,411
Fidelity Government Income	1,359,369
Fidelity Blue Chip Growth	644,825
Spartan 500 Index	811,748

Information Prepared And Certified By The Trustee

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

The plan administrator has obtained a certification from the trustee regarding the completeness and accuracy of the information provided to the plan administrator by the trustee as of and for the years ended December 31:

	2012	2011
As of December 31:		
Common collective trust, at fair value (contract value $2,073,519 and $2,126,130 for 2012 and 2011, respectively)	$2,134,606	$2,179,894
Shares of registered investment companies	8,756,032	8,567,254
Notes receivable from participants	138,790	164,271
Year ended December 31:		
Interest income on common collective trust	$ 27,291	$ 22,641
Net appreciation (depreciation) in fair value of investment in shares of registered investment companies	866,380	(390,929)
Dividends	243,850	265,478
Interest on notes receivable from participants	8,087	5,835

No auditing procedures were performed with respect to investment assets, notes receivable from participants, transactions, income, reportable transactions, and the schedule of investments, except for comparing such information with the related information included in the accompanying financial statements and supplemental schedule of assets (held at end of year).

Note D - Fair Value Measurements

Accounting standards provide a framework for 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 are described below:

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

- Level 2 - Inputs to the valuation methodology include indirect observable inputs including prices for similar assets and market corroborated inputs. If the asset or liability has a specific (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

- Level 3 - Unobservable inputs reflect the Plan's own assumptions about the assumptions market participants would use to price an asset based on the best available information available in the circumstances.

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 should 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.

- Common Collective Trust (CCT) - Valued based on the market value of the underlying investments as provided by the CCT's vendor/pricing agent.

- Shares of Registered Investment Companies - Valued at the reported net asset value (NAV) of each fund, which is based on the quoted market price or fair value of each fund's underlying investments at year end.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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 presents the Plan's fair value hierarchy as of December 31:

	Total	Level 1	Level 2	Level 3
2012				
Common collective trust	$ 2,134,606	$ -	$ 2,134,606	$ -
Shares of registered investment companies				
Large cap funds	3,066,348	3,066,348	-	-
Mid-cap funds	499,009	499,009	-	-
Small-cap funds	215,586	215,586	-	-
International funds	510,792	510,792	-	-
Bond funds	1,182,143	1,182,143	-	-
Real estate funds	398,384	398,384	-	-
Life style funds	2,883,770	2,883,770	-	-
	$10,890,638	$ 8,756,032	$ 2,134,606	$ -
2011				
Common collective trust	$ 2,179,894	$ -	$ 2,179,894	$ -
Shares of registered investment companies				
Large cap funds	2,861,620	2,861,620	-	-
Mid-cap funds	503,431	503,431	-	-
Small-cap funds	183,972	183,972	-	-
International funds	474,722	474,722	-	-
Bond funds	1,913,351	1,913,351	-	-
Real estate funds	315,964	315,964	-	-
Life style funds	2,314,194	2,314,194	-	-
	$10,747,148	$ 8,567,254	$ 2,179,894	$ -

Note E - Tax Status

According to Internal Revenue Service (IRS) Announcement 2001-77, sponsors that adopt approved nonstandardized prototype plans and meet certain additional guidelines can rely on the prototype plan's determination letter rather than file for a new letter. The Sponsor has elected to rely on the prototype plan determination letter dated March 31, 2008 in which the IRS stated that the Plan, as then designed was in compliance with the applicable requirements of the Internal Revenue Code (IRC).

The Plan document has been amended since receiving the determination letter. However, the plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

The plan administrator evaluated the Plan's tax positions and concluded that the Plan had maintained its tax-exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. The Plan is no longer subject to examination by taxing authorities for years prior to 2009.

Note F - Related Party Transactions

Fees paid during 2012 and 2011 by the Plan and the Sponsor to the Plan's trustee and other service providers were based on customary and reasonable rates for those services. While these transactions qualify as party-in-interest activity, they are expressly exempted from the prohibited transaction rules (ERISA, Title I, Section 408(b)).

Note G - Plan Termination

Although it has not expressed any intent to do so, the Sponsor has the right under the Plan to terminate the Plan subject to the provisions of ERISA.

Note H - Risks And Uncertainties

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

Note I - Reconciliation Of Financial Statements To Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements with certain investments reported at contract value to the Schedule H of Form 5500 with investments reported at fair value as of December 31:

	2012	2011
Net assets available for benefits per the financial statements	**$11,110,826**	$10,974,039
Fair value adjustment	**61,087**	53,764
Net assets available for benefits per the Form 5500	**$11,171,913**	$11,027,803

Net investment gain from common collective trust on the Form 5500 includes a contract value to fair value adjustment for the investment in the Fidelity Managed Income Portfolio, a fully benefit-responsive contract. The following is a reconciliation of the interest on the common collective trust per the financial statements to the net investment gain from common collective trust per the Form 5500 prepared for the year ended December 31, 2012:

Investment income on common collective trust per the financial statements	$ 27,291
Contract value to fair value adjustment for the investment in common collective trust for 2011	(53,764)
Contract value to fair value adjustment for the investment in common collective trust for 2012	61,087
Net investment gain from common collective trust per the Form 5500	$ 34,614

Supplemental Schedule

(a)	(b) (c) Identity of Issue/Description	Current Value
*	Fidelity Management Trust Company	
	Common Collective Trust	
	Fidelity Managed Income Portfolio	$ 2,134,606
	Shares Of Registered Investment Companies	
	Pimco Total Return ADM	121,253
	MSIF Mid Cap Growth P	65,163
	Royce PA Mutual SVC	60,723
	Col Small Cap Value I Z	120,639
	Harbor Intl Inv	161,699
	TCW Small Cap Growth I	34,224
	Oakmark Equity & Income I	385,405
	GS Mid Cap Value A	19,344
	MFS Value R3	246,326
	FID Fidelity Fund	12,662
	Fidelity Growth Company	721,534
	Fidelity Growth and Income	275,141
	Fidelity Capital and Income	491,619
	Fidelity Government Income	373,366
	Fidelity Overseas	294,950
	Fidelity Real Estate Invs.	398,384
	Fidelity Blue Chip Growth	666,946
	Fidelity Low Pr Stk	328,341
	Fidelity Equity Income II	268,255
	Fidelity Freedom Income[1]	103,569
	Fidelity Freedom 2000	7,237
	Fidelity Freedom 2005	7,729
	Fidelity Freedom 2010	187,578
	Fidelity Freedom 2015	3,842
	Fidelity Freedom 2020	134,402
	Fidelity Freedom 2025	507,076
	Fidelity Freedom 2030	589,414
	Fidelity Freedom 2035	458,332
	Fidelity Freedom 2040	210,921
	Fidelity Freedom 2045	247,477
	Fidelity Freedom 2050	39,915
	Fidelity Freedom 2055	873
	Spartans US Bond Index	724
	Spartan Extended Market Index Adv	85,514
	Spartan International Index Adv	53,652
	Spartan 500 Index Adv	875,484
	Spartan US Bond Index Adv	195,181
	Spartan Extended Market Index	647
	Spartan International Index	491
	Shares Of Registered Investment Companies	8,756,032
	Notes Receivable From Participants (5.25% to 6.00% - various maturities)	138,790
	Total	$ 11,029,428

* *Party in interest*

[1] *Includes $18,806 of non participant directed, unallocated forfeitures for which historical cost approximates current value*

Metrohm USA, Inc. And It's Affiliated Companies
401(k) Plan
EIN 26-0130818 PN 001

Financial Statements
And Supplemental Schedule

December 31, 2012 And 2011

Table Of Contents

	Page No.
Independent Auditor's Report	3-4
Financial Statements	
Statements Of Nets Assets Available For Benefits	5
Statements Of Changes In Net Assets Available For Benefits	6
Notes To Financial Statements	7-12
Supplemental Schedule	
Schedule H, Line 4i - Schedule Of Assets (Held At End of Year)	14

Gregory, Sharer & Stuart, P.A.
Certified Public Accountants and Business Consultants

Independent Auditor's Report

To the Plan Administrator
Metrohm USA, Inc. And It's Affiliated Companies 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Metrohm USA, Inc. and It's Affiliated Companies 401(k) Plan (the Plan), which consist of the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, 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.

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 C, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing this 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 assets and executes transactions. The plan administrator has obtained a certification 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.

100 Second Avenue South • Suite 600 • St. Petersburg, Florida 33701-4336
(727) 821-6161 | FAX (727) 822-4573
www.gsscpa.com

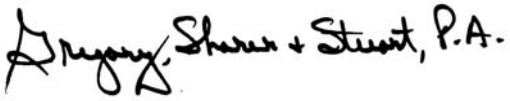
Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2012 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. 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.

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.

Gregory, Sharer & Stuart, P.A.



St. Petersburg, Florida
October 3, 2013

Statements Of Net Assets Available For Benefits

	December 31, 2012	December 31, 2011
Assets		
Investments, At Fair Value		
Common collective trust	**$ 2,134,606**	$ 2,179,894
Shares of registered investment companies	**8,756,032**	8,567,254
Total Investments, At Fair Value	**10,890,638**	10,747,148
Notes Receivable From Participants	**138,790**	164,271
Sponsor Contributions Receivable	**142,485**	116,384
Adjustment From Fair Value To Contract Value For Fully Benefit-Responsive Investment Contract	**(61,087)**	(53,764)
Net Assets Available For Benefits	**$ 11,110,826**	$ 10,974,039

Metrohm USA, Inc. And It's Affiliated Companies 401(k) Plan
EIN 26-0130818 PN 001
Statements Of Changes In Net Assets Available For Benefits

	Year Ended December 31, 2012	2011
Changes In Net Assets Attributed To:		
Contributions		
Sponsor	**$ 180,073**	$ 238,759
Participants	**789,903**	620,243
Rollovers	**55,267**	603,535
Total Contributions	**1,025,243**	1,462,537
Investment Income		
Interest income on common collective trust	**27,291**	22,641
Net appreciation (depreciation) in fair value of investment in shares of registered investment companies	**866,380**	(390,929)
Dividends	**243,850**	265,478
Total Investment Income (Loss)	**1,137,521**	(102,810)
Interest On Notes Receivable From Participants	**8,087**	5,835
Net Assets Transferred Into Plan	**-**	4,452,658
Benefits Paid To Participants	**(2,027,608)**	(1,332,301)
Administrative Expenses	**(6,456)**	(6,376)
Net Change	**136,787**	4,479,543
Net Assets Available For Benefits At Beginning Of Year	**10,974,039**	6,494,496
Net Assets Available For Benefits At End Of Year	**$ 11,110,826**	$ 10,974,039

See accompanying notes.

Note A - Description Of Plan

The following description of Metrohm USA, Inc. and It's Affiliated Companies 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all fulltime employees of Brinkman Instruments, Inc. d/b/a Metrohm USA, Inc. (the Sponsor). The Plan became effective March 1, 2006, but has been amended several times since that date. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

On April 1, 2011 (the effective date), Metrohm USA, Inc. Profit Sharing Plan (the Profit Sharing Plan) merged into the Plan. As a result of the merger on the effective date, the Profit Sharing Plan assets totaling $4,452,658 were transferred into the Plan.

Trustee And Recordkeeper

Fidelity Management Trust Company (Fidelity) is the trustee of the Plan and also provides recordkeeping services to the Plan.

Eligibility

A participant is eligible for participation in the Plan at the attainment of age 18 and on the first day following the month of hire.

Contributions

The Plan provides for participant salary reduction contributions, employee rollovers, catch up contributions, Sponsor matching contributions, and Sponsor profit sharing contributions. Participants can elect to contribute, in 1% increments, up to 60% of their compensation subject to statutory annual limits. In addition, participants may make voluntary, non-deductible, after-tax employee contributions limited to 10% of their compensation.

The Sponsor match is discretionary. For 2012, the Sponsor match was equal to 25% of each participant's salary reduction contribution, up to 8% of the participant's total eligible compensation. An additional discretionary match was made subsequent to December 31, 2012 and is reflected as receivable in the accompanying financial statements at December 31, 2011. From January 1, 2011 through April 30, 2011, the Sponsor made a match equal to 25% of each participant's salary reduction contribution, up to 6% of the participant's total eligible compensation. For the period from May 1, 2011 through December 31, 2011, the Sponsor made a match equal to 25% of each participant's salary reduction contribution, up to 8% of the participant's total eligible compensation. An additional discretionary match was made subsequent to December 31, 2011 and is reflected as receivable in the accompanying financial statements at December 31, 2011.

Effective April 1, 2011, the Sponsor added a discretionary sponsor profit sharing contribution component to the Plan. The Sponsor did not make any discretionary profit sharing contributions for the years ended December 31, 2012 and 2011.

Effective January 1, 2013, the Sponsor approved a discretionary match equal to 50% of each participant's salary reduction contribution, up to 8% of the participant's total eligible compensation.

Participant Accounts

Each participant's account is credited with the participant's salary reduction contributions, catch up contributions and an allocation of the Sponsor match, nonelective sponsor profit sharing contribution and plan earnings. Allocations of earnings are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Vesting

Participants are immediately vested in their salary reduction contributions, catch up contributions, employee rollovers, and actual earnings thereon. Vesting in the remainder of their accounts is based on years of service, as defined by the plan document. Participants are also fully vested upon retirement, death, total and permanent disability, and termination of the Plan.

The following schedule describes the Plan's Sponsor match contribution vesting provision for participants who terminated from the Plan on or before December 31, 2012 and also for the discretionary profit sharing contribution vesting provision:

Years of Service	Vested Percentage
Less than two years	0%
Two years	20%
Three years	40%
Four years	60%
Five years	80%
Six years	100%

Effective January 1, 2013, the following schedule describes the Plan's Sponsor match contribution vesting provision:

Years of Service	Vested Percentage
Less than two years	0%
Two years	20%
Three years and more	100%

The following schedule describes the merged Profit Sharing Plan's vesting provision for Plan years beginning before January 1, 2007:

Years of Service	Vested Percentage
Less than three years	0%
Three years	20%
Four years	40%
Five years	60%
Six years	80%
Seven years	100%

Investment Options

Upon enrollment in the Plan, a participant may direct employee and Sponsor contributions into various investment options. Participants may change their investment options periodically as permitted by the Sponsor.

Forfeited Accounts

Forfeitures of nonvested Sponsor contributions are used to reduce administrative expenses of the Plan and then applied to reduce future Sponsor contributions. Forfeitures amounted to $18,806 and $124,454 at December 31, 2012 and 2011, respectively. Forfeitures in the amount of $5,640 and $5,285 were used to reduce administrative expenses during 2012 and 2011, respectively. Forfeitures in the amount of $116,384 and $241 were used to reduce Sponsor contributions during 2012 and 2011, respectively.

Forfeitures of non-vested Sponsor contributions are non participant directed. Unused forfeitures in the amount of $18,806 at December 31, 2012 are included in the Fidelity Freedom Income Fund. Unused forfeitures in the amount of $45,915 and $78,539 at December 31, 2011 are included in the Fidelity Freedom Income Fund and Fidelity Managed Income Portfolio, respectively.

Information about the net assets and the significant components of the changes in net assets relating to the non participant-directed investments are as follows:

	2012	2011
Net assets as of December 31		
Common collective trust	$ -	$ 78,539
Shares of registered investment companies	18,806	45,915
Total Investments	$ 18,806	$ 124,454
Changes in net assets for the year ended December 31		
Appreciation (depreciation) in fair value of shares of registered investment companies	$ 1,197	$ (435)
Dividends	920	1,746
Current year forfeitures	14,259	99,754
Forfeiture used for expenses	(5,640)	(5,285)
Forfeiture used to reduce Sponsor contributions	(116,384)	(241)
	$ (105,648)	$ 95,539

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 their vested account balance. Loans are secured by the balance in the participant's account and must be repaid within five years, unless used for the purchase of a primary residence, and bear interest at rates ranging from 5.25% to 6.00% at December 31, 2012 and 2011.

Payment Of Benefits

Upon termination of service, a participant may receive a partial or lump sum payment. The participant may elect distributions in the form of rollovers to qualified plans or payments directly to the participant. In the event the participant does not provide an election, if the account balance is less than $1,000 the amount will be distributed in a lump sum payment. If the account balance is greater than $1,000, it will remain in the plan until an election is provided.

Prior to April 1, 2011, in the event the participant did not provide an election, an account balance that was $5,000 or less and exceeding $1,000 would be distributed to an Individual Retirement Account (IRA) or to an annuity. If the account balance was greater than $5,000, it would remain in the Plan until an election was provided.

Administrative Expenses

All reasonable costs and expenses (including legal, accounting, and employee communication fees) incurred by the Plan, unless paid by the Sponsor, may be paid from forfeitures (if any).

Note B - Significant Accounting Policies

The accompanying financial statements and notes are representations of the Sponsor's management which is responsible for the integrity and objectivity of the information. The accounting policies conform to accounting principles generally accepted in the United States of America and have been consistently applied in the preparation of the financial statements.

Basis Of Accounting

The financial statements of the Plan are presented on the accrual basis of accounting, except for benefit payments which are recorded when paid.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts, as 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 present 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 statements of changes in net assets available for benefits are prepared on a contract value basis.

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 D 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. Net appreciation (depreciation) in fair value of investments in shares of registered investment companies, includes the Plan's gains and losses on investments bought and sold, as well as held during the year.

Fully Benefit-Responsive Contract

The investment in the Fidelity Managed Income Portfolio common collective trust is considered fully-benefit responsive. Fully benefit-responsive contracts guarantee that a) the crediting rate provided under the contract will not fall below zero and b) participant initiated withdrawals from the fund will be covered at contract value.

The contract value of the trust is equal to the sum of all the benefits owed to participants in the trust. For a particular participant in the trust, contract value is equal to the sum of that participant's invested principal plus all accrued interest.

The contract value spot yield (credited to participants) for the common collective trust was 1.05% and 1.39% at December 31, 2012 and 2011, respectively. The market value spot yield (the underlying investment return) was 1.70% and 1.92% at December 31, 2012 and 2011, respectively.

Determination of credited interest rates reflects a number of factors, including mortality and expense risks, interest rate guarantees, the investment income earned on invested assets, and amortization of any capital gains and/or losses realized on the sale of invested assets.

Although the Plan Sponsor does not believe any of the following events are probable to occur, should these events occur, they could limit the ability of the Plan to transact at contract value with Fidelity. Such events include the following: 1) certain amendments to the Plan documents (including complete or partial termination), 2) bankruptcy of the Sponsor or other Sponsor events that cause a significant withdrawal from the Plan, or 3) the failure of the Plan to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA.

Notes Receivable From Participants

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

Use Of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Subsequent Events

The Plan's management has evaluated all events subsequent to December 31, 2012 and through October 3, 2013, which is the date these financial statements were available to be issued. The Plan's management determined that there are no subsequent events, other than disclosed in Note A, that require adjustment or disclosure in these financial statements.

Note C - Investments

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

2012	
Common Collective Trust	
Fidelity Managed Income Portfolio	$2,134,606
Shares of Registered Investment Companies	
Fidelity Growth Company	721,534
Fidelity Freedom 2030	589,414
Fidelity Blue Chip Growth	666,946
Spartan 500 Index Adv	875,484
2011	
Common Collective Trust	
Fidelity Managed Income Portfolio	$2,179,894
Shares of Registered Investment Companies	
Fidelity Growth Company	678,411
Fidelity Government Income	1,359,369
Fidelity Blue Chip Growth	644,825
Spartan 500 Index	811,748

Information Prepared And Certified By The Trustee

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

The plan administrator has obtained a certification from the trustee regarding the completeness and accuracy of the information provided to the plan administrator by the trustee as of and for the years ended December 31:

	2012	2011
As of December 31:		
Common collective trust, at fair value (contract value $2,073,519 and $2,126,130 for 2012 and 2011, respectively)	$2,134,606	$2,179,894
Shares of registered investment companies	8,756,032	8,567,254
Notes receivable from participants	138,790	164,271
Year ended December 31:		
Interest income on common collective trust	$ 27,291	$ 22,641
Net appreciation (depreciation) in fair value of investment in shares of registered investment companies	866,380	(390,929)
Dividends	243,850	265,478
Interest on notes receivable from participants	8,087	5,835

No auditing procedures were performed with respect to investment assets, notes receivable from participants, transactions, income, reportable transactions, and the schedule of investments, except for comparing such information with the related information included in the accompanying financial statements and supplemental schedule of assets (held at end of year).

Note D - Fair Value Measurements

Accounting standards provide a framework for 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 are described below:

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

- Level 2 - Inputs to the valuation methodology include indirect observable inputs including prices for similar assets and market corroborated inputs. If the asset or liability has a specific (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

- Level 3 - Unobservable inputs reflect the Plan's own assumptions about the assumptions market participants would use to price an asset based on the best available information available in the circumstances.

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 should 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.

- Common Collective Trust (CCT) - Valued based on the market value of the underlying investments as provided by the CCT's vendor/pricing agent.

- Shares of Registered Investment Companies - Valued at the reported net asset value (NAV) of each fund, which is based on the quoted market price or fair value of each fund's underlying investments at year end.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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 presents the Plan's fair value hierarchy as of December 31:

	Total	Level 1	Level 2	Level 3
2012				
Common collective trust	$ 2,134,606	$ -	$ 2,134,606	$ -
Shares of registered investment companies				
Large cap funds	3,066,348	3,066,348	-	-
Mid-cap funds	499,009	499,009	-	-
Small-cap funds	215,586	215,586	-	-
International funds	510,792	510,792	-	-
Bond funds	1,182,143	1,182,143	-	-
Real estate funds	398,384	398,384	-	-
Life style funds	2,883,770	2,883,770	-	-
	$10,890,638	$ 8,756,032	$ 2,134,606	$ -
2011				
Common collective trust	$ 2,179,894	$ -	$ 2,179,894	$ -
Shares of registered investment companies				
Large cap funds	2,861,620	2,861,620	-	-
Mid-cap funds	503,431	503,431	-	-
Small-cap funds	183,972	183,972	-	-
International funds	474,722	474,722	-	-
Bond funds	1,913,351	1,913,351	-	-
Real estate funds	315,964	315,964	-	-
Life style funds	2,314,194	2,314,194	-	-
	$10,747,148	$ 8,567,254	$ 2,179,894	$ -

Note E - Tax Status

According to Internal Revenue Service (IRS) Announcement 2001-77, sponsors that adopt approved nonstandardized prototype plans and meet certain additional guidelines can rely on the prototype plan's determination letter rather than file for a new letter. The Sponsor has elected to rely on the prototype plan determination letter dated March 31, 2008 in which the IRS stated that the Plan, as then designed was in compliance with the applicable requirements of the Internal Revenue Code (IRC).

The Plan document has been amended since receiving the determination letter. However, the plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

The plan administrator evaluated the Plan's tax positions and concluded that the Plan had maintained its tax-exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. The Plan is no longer subject to examination by taxing authorities for years prior to 2009.

Note F - Related Party Transactions

Fees paid during 2012 and 2011 by the Plan and the Sponsor to the Plan's trustee and other service providers were based on customary and reasonable rates for those services. While these transactions qualify as party-in-interest activity, they are expressly exempted from the prohibited transaction rules (ERISA, Title I, Section 408(b)).

Note G - Plan Termination

Although it has not expressed any intent to do so, the Sponsor has the right under the Plan to terminate the Plan subject to the provisions of ERISA.

Note H - Risks And Uncertainties

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

Note I - Reconciliation Of Financial Statements To Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements with certain investments reported at contract value to the Schedule H of Form 5500 with investments reported at fair value as of December 31:

	2012	2011
Net assets available for benefits per the financial statements	**$11,110,826**	$10,974,039
Fair value adjustment	**61,087**	53,764
Net assets available for benefits per the Form 5500	**$11,171,913**	$11,027,803

Net investment gain from common collective trust on the Form 5500 includes a contract value to fair value adjustment for the investment in the Fidelity Managed Income Portfolio, a fully benefit-responsive contract. The following is a reconciliation of the interest on the common collective trust per the financial statements to the net investment gain from common collective trust per the Form 5500 prepared for the year ended December 31, 2012:

Investment income on common collective trust per the financial statements	$ 27,291
Contract value to fair value adjustment for the investment in common collective trust for 2011	(53,764)
Contract value to fair value adjustment for the investment in common collective trust for 2012	61,087
Net investment gain from common collective trust per the Form 5500	$ 34,614

Supplemental Schedule

(a)	(b) (c) Identity of Issue/Description	Current Value
*	Fidelity Management Trust Company	
	Common Collective Trust	
	Fidelity Managed Income Portfolio	$ 2,134,606
	Shares Of Registered Investment Companies	
	Pimco Total Return ADM	121,253
	MSIF Mid Cap Growth P	65,163
	Royce PA Mutual SVC	60,723
	Col Small Cap Value I Z	120,639
	Harbor Intl Inv	161,699
	TCW Small Cap Growth I	34,224
	Oakmark Equity & Income I	385,405
	GS Mid Cap Value A	19,344
	MFS Value R3	246,326
	FID Fidelity Fund	12,662
	Fidelity Growth Company	721,534
	Fidelity Growth and Income	275,141
	Fidelity Capital and Income	491,619
	Fidelity Government Income	373,366
	Fidelity Overseas	294,950
	Fidelity Real Estate Invs.	398,384
	Fidelity Blue Chip Growth	666,946
	Fidelity Low Pr Stk	328,341
	Fidelity Equity Income II	268,255
	Fidelity Freedom Income[1]	103,569
	Fidelity Freedom 2000	7,237
	Fidelity Freedom 2005	7,729
	Fidelity Freedom 2010	187,578
	Fidelity Freedom 2015	3,842
	Fidelity Freedom 2020	134,402
	Fidelity Freedom 2025	507,076
	Fidelity Freedom 2030	589,414
	Fidelity Freedom 2035	458,332
	Fidelity Freedom 2040	210,921
	Fidelity Freedom 2045	247,477
	Fidelity Freedom 2050	39,915
	Fidelity Freedom 2055	873
	Spartans US Bond Index	724
	Spartan Extended Market Index Adv	85,514
	Spartan International Index Adv	53,652
	Spartan 500 Index Adv	875,484
	Spartan US Bond Index Adv	195,181
	Spartan Extended Market Index	647
	Spartan International Index	491
	Shares Of Registered Investment Companies	8,756,032
	Notes Receivable From Participants (5.25% to 6.00% - various maturities)	138,790
	Total	$ 11,029,428

* *Party in interest*

[1] *Includes $18,806 of non participant directed, unallocated forfeitures for which historical cost approximates current value*