

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

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>THE LONZA US SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>003</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1977</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>003</u>	1c Effective date of plan <u>01/01/1977</u>	
1b Three-digit plan number (PN) ▶	<u>003</u>				
1c Effective date of plan <u>01/01/1977</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>LONZA AMERICA INC.</u> <u>90 BOROLINE RD</u> <u>ALLENDALE, NJ 07401-1613</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>22-2188958</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>201-316-9200</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>325100</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>22-2188958</u>	2c Sponsor's telephone number <u>201-316-9200</u>	2d Business code (see instructions) <u>325100</u>	
2b Employer Identification Number (EIN) <u>22-2188958</u>					
2c Sponsor's telephone number <u>201-316-9200</u>					
2d Business code (see instructions) <u>325100</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	10/15/2013 Date	ALICIA CATANZARO Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	10/15/2013 Date	ALICIA CATANZARO 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		3b Administrator's EIN
		3c Administrator's telephone number
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 2962
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 3396	
b Retired or separated participants receiving benefits.....	6b 2	
c Other retired or separated participants entitled to future benefits.....	6c 1561	
d Subtotal. Add lines 6a , 6b , and 6c	6d 4959	
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 4	
f Total. Add lines 6d and 6e	6f 4963	
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g 4945	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 0	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 3H 2T		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

A Name of plan THE LONZA US SAVINGS PLAN	B Three-digit plan number (PN) ▶ 003
C Plan sponsor's name as shown on line 2a of Form 5500 LONZA AMERICA INC.	D Employer Identification Number (EIN) 22-2188958

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
ALLIANZ GLOBAL INVESTORS DISTRIBUTO **1345 AVENUE OF THE AMERICAS**
NEW YORK, NY 10105

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

44-0640487

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
AMERICAN FUNDS DISTRIBUTORS, INC.

95-2769620

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
BARON CAPITAL **767 FIFTH AVENUE**
49TH FLOOR
NEW YORK, NY 10153

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

CHARLES SCHWAB & CO., INC.

211 MAIN STREET
SAN FRANCISCO, CA 94105

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

DODGE & COX INC., DISTRIBUTOR

94-1441976

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

LOOMIS SAYLES FUNDS

399 BOYLSTON STREET
BOSTON, MA 02116

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

T. ROWE PRICE

100 EAST PRATT STREET
BALTIMORE, MD 21202

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

VICTORY CAPITAL MANAGEMENT

13-2700161

(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)

NELSON MULLINS RILEY & SCARBOROUGH

57-0215445

(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?
29 50	NONE	71901	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ROC AMERICAS INC.

26-2949264

(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?
70 50	NONE	0	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

RCL ADVISORS LLC

20-5867247

(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?
27 28 50	NONE	48000	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)

ADP BROKER-DEALER

22-3319984

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 59 60 62	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

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

WISS & COMPANY LLP

22-1732349

(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?
10 50	NONE	45000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

DWS INVESTMENTS DISTRIBUTOR, INC.

36-3976708

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 52 59 63 68	INVESTMENT MANAGER	0	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

ADP

22-1467904

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 50 64 17 70 37 62	NONE	0	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

TOWERS WATSON

23-1159360

(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?
17 50	NONE	10000	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
ADP BROKER-DEALER	28 59 60 62	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.	
AMERICAN CENTURY INVESTMENT SERVICE 44-0640487	ANNUAL RATE OF 0.00150 OF AVERAGE DAILY ASSETS ANNUAL RATE OF 0.00150 OF AVERAGE DAILY ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	28 59 60 62	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.	
AMERICAN FUNDS DISTRIBUTORS, INC. 95-2769620	ANNUAL RATE OF 0.00050 OF AVERAGE DAILY ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DWS INVESTMENTS DISTRIBUTOR, INC.	28 52 59 63 68	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.	
BARON CAPITAL 767 FIFTH AVENUE 49TH FLOOR NEW YORK, NY 10153	ANNUAL RATE OF 0.00050 OF AVERAGE DAILY ASSETS ANNUAL RATE OF 0.00050 OF AVERAGE DAILY ASSETS	

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
ADP BROKER-DEALER	28 59 60 62	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> </div> </div>		
BARON CAPITAL 767 FIFTH AVENUE 49TH FLOOR NEW YORK, NY 10153	ANNUAL RATE OF 0.00400 OF AVERAGE DAILY ASSETS ANNUAL RATE OF 0.00150 OF AVERAGE DAILY ASSETS ANNUAL RATE OF 0.00400 OF AVERAGE DAILY ASSETS ANNUAL RATE OF 0.00150 OF AVERAGE DAILY ASSETS	
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(a) Enter service provider name as it appears on line 2</p> </div> <div style="width: 20%;"> <p>(b) Service Codes (see instructions)</p> </div> <div style="width: 20%;"> <p>(c) Enter amount of indirect compensation</p> </div> </div>		
ADP BROKER-DEALER	28 59 60 62	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> </div> </div>		
DODGE & COX INC., DISTRIBUTOR 94-1441976	ANNUAL RATE OF 0.00100 OF AVERAGE DAILY ASSETS ANNUAL RATE OF 0.00080 OF AVERAGE DAILY ASSETS ANNUAL RATE OF 0.00100 OF AVERAGE DAILY ASSETS	
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(a) Enter service provider name as it appears on line 2</p> </div> <div style="width: 20%;"> <p>(b) Service Codes (see instructions)</p> </div> <div style="width: 20%;"> <p>(c) Enter amount of indirect compensation</p> </div> </div>		
ADP BROKER-DEALER	28 59 60 62	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> </div> </div>		
DWS INVESTMENTS DISTRIBUTOR, INC. 36-3976708	ANNUAL RATE OF 0.00150 OF AVERAGE DAILY ASSETS ANNUAL RATE OF 0.00350 OF AVERAGE DAILY ASSETS ANNUAL RATE OF 0.00070 OF AVERAGE DAILY ASSETS ANNUAL RATE OF 0.00350 OF AVERAGE DAILY ASSETS ANNUAL RATE OF 0.00350 OF AVERAGE DAILY ASSETS	

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
ADP BROKER-DEALER	28 59 60 62	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.
LOOMIS SAYLES FUNDS	399 BOYLSTON STREET BOSTON, MA 02116	ANNUAL RATE OF 0.00150 OF AVERAGE DAILY ASSETS
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
ADP BROKER-DEALER	28 59 60 62	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
T. ROWE PRICE	100 EAST PRATT STREET BALTIMORE, MD 21202	ANNUAL RATE OF 0.00150 OF AVERAGE DAILY ASSETS
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
ADP BROKER-DEALER	28 59 60 62	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.
VICTORY CAPITAL MANAGEMENT	13-2700161	ANNUAL RATE OF 0.00100 OF AVERAGE DAILY ASSETS

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
ADP BROKER-DEALER	28 59 60 62	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.	
CHARLES SCHWAB & CO., INC. 211 MAIN STREET SAN FRANCISCO, CA 94105	ANNUAL RATE OF 0.00100 OF AVERAGE DAILY ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
VANGUARD 455 DEVON PARK DRIVE WAYNE, PA 19087		INDIRECT COMPENSATION INFORMATION

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>THE LONZA US SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>003</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>LONZA AMERICA INC.</u>	D Employer Identification Number (EIN) <u>22-2188958</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB STABLE VAL SEL

b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK

c EIN-PN <u>81-0625180-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: DWS STOCK INDEX FUND

b Name of sponsor of entity listed in (a): DWS TRUST CO

c EIN-PN <u>02-0432775-012</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>53570453</u>
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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)
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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)
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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)
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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)
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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)
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For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan THE LONZA US SAVINGS PLAN	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 LOENZA AMERICA INC.	D Employer Identification Number (EIN) 22-2188958	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	596596	986095
(2) Participant contributions	1b(2)	464732	809657
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		69255574
(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)	5239143	11456945
(9) Value of interest in common/collective trusts.....	1c(9)	42678088	53570453
(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)	130308728	287816674
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	179287287	423895398

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	226145	11650
k Total liabilities (add all amounts in lines 1g through 1j)	1k	226145	11650

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	179061142	423883748
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	17674873	
(B) Participants	2a(1)(B)	22282024	
(C) Others (including rollovers)	2a(1)(C)	1312424	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		41269321
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	6948	
(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)	477241	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		484189
(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)	8955890	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		8955890
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		6462066
(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)		22821131
c Other income.....	2c		186679
d Total income. Add all income amounts in column (b) and enter total.....	2d		80179276

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	38300516	
(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)		38300516
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)	126901	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	48000	
(4) Other	2i(4)	88093	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		262994
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		38563510

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		41615766
l Transfers of assets:			
(1) To this plan.....	2l(1)		203206840
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: **WISS & COMPANY, LLP**

(2) EIN: **22-1732349**

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	X		

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

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

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>THE LONZA US SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>LONZA AMERICA INC.</u>	D Employer Identification Number (EIN) <u>22-2188958</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>57-1198022</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (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
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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): _____



INDEPENDENT AUDITORS' REPORT

The Corporate Pension Committee of
The Lonza U.S. Savings Plan

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by DWS Trust Company, the Trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, 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.

Other Matter

The supplemental schedules of Schedule H, Part IV, Line 4i - Schedule of Assets (Held At End of Year) as of December 31, 2012, and Schedule H, Part IV, Line 4j - Schedule of Reportable Transactions for the year ended December 31, 2012, are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimed of Opinion paragraph, we do not express an opinion on these supplemental schedules.

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 schedules, 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.



WISS & COMPANY, LLP

Livingston, New Jersey
October 11, 2013

THE LONZA U.S. SAVINGS PLAN

SUPPLEMENTAL INFORMATION

SCHEDULE H, PART IV, LINE 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of Investment	(e) Fair Value
	Cash and equivalents -		
*	DWS Trust Company	DWS US Treasury Money Fund	\$ 69,255,574
	Mutual funds:		
	American Century	AC Global Growth	12,136,090
	American Century	AC Growth - INSTL	15,912,564
	American Funds	American Funds Europac Gro - R	17,854,286
	Baron	Baron Oppurtunity - INSTL	15,950,461
	Baron	Baron Growth - INSTL	21,097,947
	Dodge & Cox	Dodge & Cox Income Fund	35,881,593
	Dodge & Cox	Dodge & Cox Balanced Fund	30,553,978
	Dodge & Cox	Dodge & Cox Stock Fund	22,775,279
*	DWS Trust Company	DWS US Bond Index - INST	8,178,711
*	DWS Trust Company	DWS Diversified International Equity - INST	7,717,141
	Loomis Sayles	LS Small Cap Value - INST	16,373,088
	Pacific Investment Management Company	Pimco Real Return Fund - Instl	17,467,667
	Pacific Investment Management Company	Pimco Low Duration Fund	2,159,633
	T. Rowe Price	T. Rowe Price Mid Cap Value	17,619,442
	The Vanguard Group	Vanguard Target Retirement Income Inv	6,957,764
	The Vanguard Group	Vanguard Mid Cap Index Signal	3,766,569
	The Vanguard Group	Vanguard Target Retirement 2015	3,713,246
	The Vanguard Group	Vanguard Target Retirement 2020	23,780,179
	The Vanguard Group	Vanguard Target Retirement 2030	4,202,927
	The Vanguard Group	Vanguard Target Retirement 2040	3,624,886
	The Vanguard Group	Vanguard Target Retirement 2050	93,223
			287,816,674
	Common collective trust -		
*	DWS Trust Company	DWS Stock Index Fund	53,570,453
*	Notes receivable from participants	Various interest rates from 3.25% - 8.25%	11,456,945
			<u>\$ 422,099,646</u>
*	Party-in-interest		

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

THE LONZA U.S. SAVINGS PLAN

SUPPLEMENTAL INFORMATION

SCHEDULE H, PART IV, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED DECEMBER 31, 2012

I. Series of Security Transactions in the same issue in excess of 5% of Plan Assets:

(a) Identity of party involved	(b) Description of assets	(c) Purchase price	(d) Selling price	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain/(loss)
Purchases:						
Arch Plan Merger (January 17, 2012):						
American Century	AC Growth - INSTL	\$ 6,303,996	\$ -	\$ 6,303,996	\$ 6,303,996	\$ -
American Funds	American Funds Europac Gro - R	15,011,304	-	15,011,304	15,011,304	-
Baron	Baron Oppurtunity Fund	2,159,835	-	2,159,835	2,159,835	-
Baron	Baron Growth Fund	5,743,574	-	5,743,574	5,743,574	-
Dodge & Cox	Dodge & Cox Income Fund	21,651,051	-	21,651,051	21,651,051	-
Dodge & Cox	Dodge & Cox Stock Fund	4,978,251	-	4,978,251	4,978,251	-
* DWS Trust Company	DWS US Treasury Money Fund	64,975,990	-	64,975,990	64,975,990	-
* DWS Trust Company	DWS Stock Index Fund	34,330,919	-	34,330,919	34,330,919	-
* DWS Trust Company	DWS Life Compass Retirement Fund - S	6,434,758	-	6,434,758	6,434,758	-
* DWS Trust Company	DWS Life Compass 2020	18,804,285	-	18,804,285	18,804,285	-
Loomis Sayles	LS Small Cap Value - INST	5,501,919	-	5,501,919	5,501,919	-
Pacific Investment Management Company	Pimco Real Return Fund - Instl	6,175,076	-	6,175,076	6,175,076	-
T. Rowe Price	T. Rowe Price Mid Cap Value	5,918,881	-	5,918,881	5,918,881	-
* Notes receivable from participants	Various interest rates from 3.25% - 8.25%	5,216,999	-	5,216,999	5,216,999	-
Closing of Schwab Stable Value Select Fund (March 1, 2012) -						
* DWS Trust Company	DWS US Treasury Money Fund	24,856,577	-	24,856,577	24,856,577	-
Sales -						
Closing of Charles Schwab Stable Value Fund (March 1, 2012) -						
Charles Schwab	Schwab Stable Value Select Fund	\$ -	\$ 24,856,577	\$ 24,856,577	\$ -	\$ -

* Indicates party-in-interest to the Plan.

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

THE LONZA U.S. SAVINGS PLAN

**FINANCIAL REPORT
DECEMBER 31, 2012**





INDEPENDENT AUDITORS' REPORT

The Corporate Pension Committee of
The Lonza U.S. Savings Plan

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by DWS Trust Company, the Trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, 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.

Other Matter

The supplemental schedules of Schedule H, Part IV, Line 4i - Schedule of Assets (Held At End of Year) as of December 31, 2012, and Schedule H, Part IV, Line 4j - Schedule of Reportable Transactions for the year ended December 31, 2012, are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimed of Opinion paragraph, we do not express an opinion on these supplemental schedules.

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 schedules, 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.

A handwritten signature in black ink that reads "Wiss & Company". The script is cursive and fluid.

WISS & COMPANY, LLP

Livingston, New Jersey
October 11, 2013

THE LONZA U.S. SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

ASSETS	December 31,	
	2012	2011
Investments, at fair value:		
Cash and equivalents	\$ 69,255,574	\$ -
Mutual funds	287,816,674	130,308,728
Common collective trust	53,570,453	42,678,088
Total Investments	<u>410,642,701</u>	<u>172,986,816</u>
Receivables:		
Notes receivable from participants	11,456,945	5,239,143
Employer contribution	986,095	596,596
Employee contribution	809,657	464,732
Total Receivables	<u>13,252,697</u>	<u>6,300,471</u>
Total Assets	423,895,398	179,287,287
LIABILITIES		
Accrued expenses	<u>11,650</u>	<u>48,891</u>
Net assets reflecting all investment at fair value	423,883,748	179,238,396
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>-</u>	<u>(177,254)</u>
Net Assets Available for Benefits	<u>\$ 423,883,748</u>	<u>\$ 179,061,142</u>

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

THE LONZA U.S. SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2012

ADDITIONS TO NET ASSETS ATTRIBUTED TO:

Investment income:

Net appreciation in fair value of investments	\$ 29,283,197	
Interest, dividend and other income	<u>9,149,517</u>	
		\$ 38,432,714

Interest income on notes receivable from participants	477,241
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Contributions:

Employee	22,282,024	
Employer	17,674,873	
Rollovers	<u>1,312,424</u>	
		41,269,321

Total Additions	80,179,276
-----------------	------------

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:

Benefit payments	38,300,516	
Administrative expenses	<u>262,994</u>	
Total Deductions		<u>38,563,510</u>

NET INCREASE	41,615,766
--------------	------------

TRANSFER OF NET ASSETS TO PLAN	203,206,840
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NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>179,061,142</u>
End of year	<u>\$ 423,883,748</u>

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

THE LONZA U.S. SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

(See independent auditors' report)

Note 1 - Description of Plan:

The following description of The Lonza U.S. Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan document for more complete information regarding the Plan's provisions.

General - The Plan was established January 1, 1977 as a defined contribution plan and was revised effective July 1, 1984 to include a 401(k) feature for employees of Lonza Inc. (the "Company" and "Plan Administrator"), a wholly owned subsidiary of Lonza America Inc. ("LAI"). The Plan also includes employees who are covered under the collective bargaining agreement between the Company and the United Steelworkers of America, Local No. 14964-06 (the "Painesville employees") to participate in the Plan, subject to minimum service requirements set forth under the terms of the Plan, as well as employees who are covered under the collective bargaining agreement between the Company and the United Steelworkers of America, Local No. 4907 (the "Williamsport employees") to participate in the Plan, subject to minimum service requirements set forth under the terms of the Plan.

Effective January 1, 2012, participants of the Arch Chemicals, Inc. Contributing Employee Ownership Plan (the "Arch Plan") became eligible participants in The Lonza U.S. Savings Plan and as such began contributing to the Plan. On January 17, 2012, the net assets of the Arch Plan (totaling \$203,206,840) were merged into the Plan.

All employees qualify as participants of the Plan immediately upon employment. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions - All participant contributions to the Plan are voluntary. Nonhighly compensated employees may contribute up to 50% of their annual compensation on a pretax or after-tax basis, or a combination of both pretax and after-tax contributions not to exceed 50% of eligible earnings in total. Highly compensated employees may contribute up to 50% of their annual compensation on a pretax basis, up to 6% of their annual compensation on an after-tax basis, or any combination of both pretax and after-tax not to exceed 50% of eligible earnings in total.

The Company makes "safe harbor" contributions each payroll period in an amount equal to 100% of the participant's contributions which do not exceed 6% of their eligible compensation, except for the collectively bargained employees working at the Brandenburg Kentucky ("Brandenburg") and Conley Georgia ("Conley") sites. Effective January 1, 2012, the Plan was amended for the Brandenburg and Conley employees where the Company makes a contribution each payroll period in an amount equal to 100% of contributions up to 1%, plus 50% of contributions up to the next 5% of eligible compensation. The amount contributed by the Company is allocated to each participant's account each payroll period.

The Plan also provides for an additional contribution for each eligible employee equal to 1% of eligible earnings starting immediately upon hire. This Company contribution is not contingent upon the employee contributing to the Plan.

The employer matching contributions are recalculated as soon as practical following the end of each Plan Year and each participant receives a "true-up" employer matching contribution. This "true-up" contribution is equal to the difference between the employer matching contributions actually received by the participant during the applicable Plan Year and the maximum amount of employer contribution the participant is eligible to receive. The maximum amount of employer contribution that the Brandenburg and

THE LONZA U.S. SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

(See independent auditors' report)

Conley employees are eligible to receive is equal to 100% of the first 1% and 50% of the next 5% of the participant's compensation for the Plan Year. The maximum amount of employer contribution that all other employees are eligible to receive is equal to 100% of the participant's basic contribution up to 6% of compensation for the Plan Year.

Effective, January 1, 2012, when the Arch Plan was merged into the Plan, a Roth 401k feature was added. The Plan was further amended to include a qualified non-elective contribution ("QNEC") for collectively bargained employees at the Brandenburg Kentucky site. Brandenburg union employees, hired on or after January 1, 2006, are eligible to receive a QNEC from the Company equal to 4% of their gross pay each pay period. During 2012, the Company made a QNEC of \$152,480.

With respect to participant contributions and Company contributions made on their behalf, individual participants may elect to invest such contributions entirely in any of the Plan's available investment funds or partially in more than one investment fund. Participants may change their investment elections for future contributions and reallocate past contributions on any business day.

Investments - The Plan is participant-directed and consists of separate investment funds. The Plan also utilizes the Dodge & Cox Balanced Fund as a temporary investment account for funds prior to allocation of participant investments and for any Plan forfeitures. A participant may direct employee contributions in 1% increments in any of the investment funds provided by the Plan.

On March 1, 2012 Charles Schwab elected to close the Charles Schwab Stable Value Fund to investors and on that date, the Plan transferred all existing balances (totaling \$24,856,577) within this fund to DWS U.S. Treasury Money Fund.

Participants' Accounts - Each participant's account is credited with the participant's contribution and an allocation of the Company contributions and net investment earnings or losses. Allocations are based on participant's 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.

Vesting - All active eligible employees are immediately 100% vested in all their contributions as well as any Company contributions.

Notes Receivable from Participants - The amount available for loan withdrawals is 50% of the vested balance less the participant's highest outstanding loan balance during the 12 months prior to the effective date of the new loan. The minimum loan granted is \$1,000 and the maximum is \$50,000. The interest rate for loans granted is the prime rate of interest charged by the Federal Reserve as of the first day of each calendar quarter. The rate in effect at the beginning of the loan remains constant over the life of the loan. A maximum of three loans can be outstanding at any one time.

Participants may request a loan repayment term of up to five years for a general loan, and up to fifteen years for a loan used to purchase the participant's primary residence. Full prepayment of the outstanding balance is permitted. Loans are generally repaid through payroll deduction with principal and interest being credited to the participant's account and invested in the investment funds elected by the participant at the time of the repayment. Plan participants are required to pay a loan initiation fee which is deducted directly from their account at the onset of the loan.

THE LONZA U.S. SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

(See independent auditors' report)

Payment of Benefits - Upon termination of employment with the Company, or upon death, disability, or retirement a participant, or their designated beneficiary, may request a full distribution of their vested account balance. While actively employed by the Company, a participant may request up to two in-service withdrawals (of certain funds available for withdrawal under the terms of the Plan) in any calendar year. In addition, a participant may request a hardship withdrawal annually, provided the criteria for financial hardship is met and provided the financial hardship is due to one of the permissible reasons for withdrawal set forth under the Plan. In the event a hardship withdrawal is approved and taken, the participant's contributions to the Plan are suspended for a period of six months.

Investment Income Allocations - Investment income for an accounting period is allocated to participants' accounts in proportion to the total of their respective account balances at the beginning of such accounting period plus any contributions or loan repayments credited to the account during the period.

Forfeited and Other Income Accounts - At December 31, 2012 and 2011, forfeited nonvested accounts and other income accounts totaled \$143,592 and \$338,485, respectively. These accounts will be used to reduce future employer contributions to the maximum extent permitted by ERISA, and expenses incurred in connection with the administration and management of the Plan and trust fund. In 2012, employer contributions were offset by \$218,880 from forfeited non-vested accounts.

Note 2 - Summary of Significant Accounting Policies:

Basis of Accounting - The financial statements have been prepared on the accrual basis of accounting.

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

Estimates and Uncertainties - 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 the reported amounts of net assets available for plan benefits and disclosure of contingent net assets available for plan benefits at the date of the financial statements and the reported amounts of additions and deductions from the trust fund during the reporting period. Actual results, as determined at a later date, could differ from those estimates.

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 5 for a 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 includes the Plan's gains and losses on investments bought and sold as well as held during the year.

THE LONZA U.S. SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

(See independent auditors' report)

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.

Payment of Benefits - Benefits are recorded when paid.

Administrative Expenses - Eligible expenses (as defined), to the extent not paid by the Plan sponsor, are paid by the Plan. Effective January 1, 2008, the participant accounts have been charged with an administrative expense fee of \$5 per participant per quarter of the year. Professional and administrative fees amounted to \$262,994 in 2012.

Risks and Uncertainties - Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the value of investment securities will occur in the near term and that such changes could materially affect participant's account balances and the amounts reported in the financial statements.

The Plan may have investments in securities with contractual cash flows, such as asset backed securities, collateralized mortgage obligations and commercial mortgage backed securities, including securities backed by sub-prime mortgage loans. The value, liquidity and related income of these securities are sensitive to changes in economic conditions, including real estate value, delinquencies or defaults, or both, and may be adversely affected by shifts in the market's perception of the issuers and changes in interest rates.

Subsequent Events - The Plan Administrator has evaluated subsequent events through October 11, 2013, the date the financial statements were available to be issued. The effects of those events and transactions that provide additional pertinent information about conditions that existed at the Statements of Net Assets Available for Benefits date have been recognized in the accompanying financial statements.

Note 3 - Common Collective Trusts:

The Plan invests in mutual funds and investment contracts through its common collective trusts (CCT). The CCT investment in mutual funds is recorded at the fair value of the mutual funds less expenses of the trust. The contract value for the CCT investment in investment contracts is a relevant measure attribute since the 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 reflect adjustments from fair value to contract value at December 31, 2012 and 2011.

THE LONZA U.S. SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

(See independent auditors' report)

Note 4 - Information 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 Disclosures under ERISA. Accordingly, the Trustee has certified that the following information included in the financial statements and supplemental schedules is complete and accurate:

- a) Investments, as shown in the Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011.
- b) Investment income, as shown in the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2012.
- c) Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2012.
- d) Schedule H, Part IV, Line 4j - Schedule of Reportable Transactions for the year ended December 31, 2012.

The Plan's independent auditors did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedules.

Note 5 - Fair Value Measurements:

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

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

Level 2 - Inputs to the valuation methodology include:

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

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

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

THE LONZA U.S. SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

(See independent auditors' report)

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

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

- Cash and equivalents: Initially values at transaction price. Carrying value approximates fair value as maturities are less than three months.
- Mutual funds: Valued at the closing price reported on the active market.
- Common collective trust - Stable Value: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer (See Note 3).
- Common collective trust - Stock Index: Valued at the closing price reported on the New York Stock Exchange of the securities held by the trust less expenses of the trust (See Note 3).

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

	<i>Investments at Fair Value as of December 31, 2012</i>			
	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
Cash and equivalents	\$ -	\$ 69,255,574	\$ -	\$ 69,255,574
Mutual funds:				
Income	68,485,735	-	-	68,485,735
Growth & Income	34,320,547	-	-	34,320,547
Aggressive Growth	36,226,319	-	-	36,226,319
Growth	111,209,979	-	-	111,209,979
Target Date	35,414,461	-	-	35,414,461
Short-Term	2,159,633	-	-	2,159,633
Total mutual funds	287,816,674	-	-	287,816,674
Common collective trust:				
Stock Index	-	53,570,453	-	53,570,453
Total assets, at fair value	<u>\$ 287,816,674</u>	<u>\$ 122,826,027</u>	<u>\$ -</u>	<u>\$ 410,642,701</u>

THE LONZA U.S. SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

(See independent auditors' report)

	<i>Investments at Fair Value as of December 31, 2011</i>			
	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
Mutual funds:				
Income	\$ 18,388,933	\$ -	\$ -	\$ 18,388,933
Growth & Income	32,470,874	-	-	32,470,874
Aggressive Growth	35,823,941	-	-	35,823,941
Growth	43,624,980	-	-	43,624,980
Total mutual funds	<u>130,308,728</u>	<u>-</u>	<u>-</u>	<u>130,308,728</u>
Common collective trusts:				
Stable Value	-	25,687,014	-	25,687,014
Stock Index	-	16,991,074	-	16,991,074
Total common collective trusts	<u>-</u>	<u>42,678,088</u>	<u>-</u>	<u>42,678,088</u>
Total assets, at fair value	<u>\$ 130,308,728</u>	<u>\$ 42,678,088</u>	<u>\$ -</u>	<u>\$ 172,986,816</u>

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period. For the year ended December 31, 2012, there were no significant transfers in or out of levels 1, 2, or 3.

Note 6 - Investments:

Investments that represented 5% or more of the Plan's net assets available for benefits are as follows:

	2012	2011
* DWS Stock Index Fund	\$ 53,570,453	\$ 16,991,074
* Schwab Stable Value Select Fund	**	25,687,014
DWS US Treasury Money Fund	69,255,574	**
Dodge & Cox Income Fund	35,881,593	11,690,591
Dodge & Cox Balanced Fund	30,553,978	22,334,172
Dodge & Cox Stock Fund	22,775,279	12,757,950
AC Global Growth	**	9,767,600
Baron Opportunity - INSTL	**	12,032,698
Baron Growth - INSTL	**	12,408,019
Vanguard Target Retirement 2020	23,780,179	**

* Party-in-interest

** Amount does not exceed 5% of Plan assets at the end of year.

THE LONZA U.S. SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

(See independent auditors' report)

During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$29,283,197, as follows:

Mutual funds	\$ 22,821,131
Common collective trusts	6,462,066
	<u>\$ 29,283,197</u>

Note 7 - Tax Status:

The Plan has obtained a favorable determination letter from the Internal Revenue Service dated November 16, 2007, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (IRC) and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan Administrator believes the Plan is being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2009.

Note 8 - Party-in-Interest:

Certain Plan investments are shares of mutual funds managed by DWS Trust Company ("DWS"). DWS is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for investment management services amounted to \$151,903 for the year ended December 31, 2012.

Note 9 - Plan Termination:

Although it has not expressed any intent to do so, the Company has the right under the Plan's provisions to discontinue its contributions at any time and terminate the Plan subject to the provisions of ERISA. Upon termination, participants will become fully vested in their accounts. Under no circumstances may the Company take ownership of any of the Plan's assets as a result of such termination.

Note 10 - Withdrawn Participants:

Amounts allocated to participants who are no longer employed by the Company but have not elected to withdraw from the Plan were \$98,114,297 and \$50,211,636 at December 31, 2012 and 2011, respectively.

THE LONZA U.S. SAVINGS PLAN

SUPPLEMENTAL INFORMATION

SCHEDULE H, PART IV, LINE 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of Investment	(e) Fair Value
	Cash and equivalents -		
*	DWS Trust Company	DWS US Treasury Money Fund	\$ 69,255,574
	Mutual funds:		
	American Century	AC Global Growth	12,136,090
	American Century	AC Growth - INSTL	15,912,564
	American Funds	American Funds Europac Gro - R	17,854,286
	Baron	Baron Oppurtunity - INSTL	15,950,461
	Baron	Baron Growth - INSTL	21,097,947
	Dodge & Cox	Dodge & Cox Income Fund	35,881,593
	Dodge & Cox	Dodge & Cox Balanced Fund	30,553,978
	Dodge & Cox	Dodge & Cox Stock Fund	22,775,279
*	DWS Trust Company	DWS US Bond Index - INST	8,178,711
*	DWS Trust Company	DWS Diversified International Equity - INST	7,717,141
	Loomis Sayles	LS Small Cap Value - INST	16,373,088
	Pacific Investment Management Company	Pimco Real Return Fund - Instl	17,467,667
	Pacific Investment Management Company	Pimco Low Duration Fund	2,159,633
	T. Rowe Price	T. Rowe Price Mid Cap Value	17,619,442
	The Vanguard Group	Vanguard Target Retirement Income Inv	6,957,764
	The Vanguard Group	Vanguard Mid Cap Index Signal	3,766,569
	The Vanguard Group	Vanguard Target Retirement 2015	3,713,246
	The Vanguard Group	Vanguard Target Retirement 2020	23,780,179
	The Vanguard Group	Vanguard Target Retirement 2030	4,202,927
	The Vanguard Group	Vanguard Target Retirement 2040	3,624,886
	The Vanguard Group	Vanguard Target Retirement 2050	93,223
			287,816,674
	Common collective trust -		
*	DWS Trust Company	DWS Stock Index Fund	53,570,453
*	Notes receivable from participants	Various interest rates from 3.25% - 8.25%	11,456,945
			<u>\$ 422,099,646</u>
*	Party-in-interest		

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

THE LONZA U.S. SAVINGS PLAN

SUPPLEMENTAL INFORMATION

SCHEDULE H, PART IV, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED DECEMBER 31, 2012

I. Series of Security Transactions in the same issue in excess of 5% of Plan Assets:

(a) Identity of party involved	(b) Description of assets	(c) Purchase price	(d) Selling price	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain/(loss)
Purchases:						
Arch Plan Merger (January 17, 2012):						
American Century	AC Growth - INSTL	\$ 6,303,996	\$ -	\$ 6,303,996	\$ 6,303,996	\$ -
American Funds	American Funds Europac Gro - R	15,011,304	-	15,011,304	15,011,304	-
Baron	Baron Oppurtunity Fund	2,159,835	-	2,159,835	2,159,835	-
Baron	Baron Growth Fund	5,743,574	-	5,743,574	5,743,574	-
Dodge & Cox	Dodge & Cox Income Fund	21,651,051	-	21,651,051	21,651,051	-
Dodge & Cox	Dodge & Cox Stock Fund	4,978,251	-	4,978,251	4,978,251	-
* DWS Trust Company	DWS US Treasury Money Fund	64,975,990	-	64,975,990	64,975,990	-
* DWS Trust Company	DWS Stock Index Fund	34,330,919	-	34,330,919	34,330,919	-
* DWS Trust Company	DWS Life Compass Retirement Fund - S	6,434,758	-	6,434,758	6,434,758	-
* DWS Trust Company	DWS Life Compass 2020	18,804,285	-	18,804,285	18,804,285	-
Loomis Sayles	LS Small Cap Value - INST	5,501,919	-	5,501,919	5,501,919	-
Pacific Investment Management Company	Pimco Real Return Fund - Instl	6,175,076	-	6,175,076	6,175,076	-
T. Rowe Price	T. Rowe Price Mid Cap Value	5,918,881	-	5,918,881	5,918,881	-
* Notes receivable from participants	Various interest rates from 3.25% - 8.25%	5,216,999	-	5,216,999	5,216,999	-
Closing of Schwab Stable Value Select Fund (March 1, 2012) -						
* DWS Trust Company	DWS US Treasury Money Fund	24,856,577	-	24,856,577	24,856,577	-
Sales -						
Closing of Charles Schwab Stable Value Fund (March 1, 2012) -						
Charles Schwab	Schwab Stable Value Select Fund	\$ -	\$ 24,856,577	\$ 24,856,577	\$ -	\$ -

* Indicates party-in-interest to the Plan.

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