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

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
LORD CORPORATION SALARIED EMPLOYEES' SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 04/01/1982

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

LORD CORPORATION

P.O. BOX 8012
CARY, NC 27512-8012

P.O. BOX 8012
CARY, NC 27512-8012

2b Employer Identification Number (EIN) 25-0626921

2c Sponsor's telephone number 919-468-5979

2d Business code (see instructions) 325500

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2013	SHAWN HYLTON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)
KAREN BENSON
MCGILL, POWER, BELL & ASSOCIATES, L
1920 W. 8TH STREET
ERIE, PA 16505-4935

Preparer's telephone number (optional) 814-453-6594

3a Plan administrator's name and address [X] 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:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	1371
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**	1010
b Retired or separated participants receiving benefits	**6b**	24
c Other retired or separated participants entitled to future benefits	**6c**	383
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1417
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	
f Total. Add lines **6d** and **6e**	**6f**	1417
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1402
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	42
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:
2A 2F 2H 2J 2K 2R 2S 3I

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)** [X] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)
- **(1)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules
- **(1)** [X] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

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

SCHEDULE A (Form 5500)	Insurance Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.** ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	**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	**B** Three-digit plan number (PN) ▶
LORD CORPORATION SALARIED EMPLOYEES' SAVINGS PLAN	003
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)
LORD CORPORATION	25-0626921

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

NEW YORK LIFE INSURANCE COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year **(f)** From	**(g)** To
13-5582869	66915	GA31561	250	06/15/2012	12/31/2012

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid **(c)** Amount	**(d)** Purpose	**(e)** Organization code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid **(c)** Amount	**(d)** Purpose	**(e)** Organization code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	
5	Current value of plan's interest under this contract in separate accounts at year end	5	12268944

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year		7b	
c	Additions: (1) Contributions deposited during the year	7c(1)		
	(2) Dividends and credits	7c(2)		
	(3) Interest credited during the year	7c(3)		
	(4) Transferred from separate account	7c(4)		
	(5) Other (specify below)	7c(5)		
	▶			
	(6)Total additions		7c(6)	0
d	Total of balance and additions (add lines **7b** and **7c(6)**).		7d	
e	Deductions:			
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)		
	(2) Administration charge made by carrier	7e(2)		
	(3) Transferred to separate account	7e(3)		
	(4) Other (specify below)	7e(4)		
	▶			
	(5) Total deductions		7e(5)	0
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)		7f	

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- **a** ☐ Health (other than dental or vision)
- **b** ☐ Dental
- **c** ☐ Vision
- **d** ☐ Life insurance
- **e** ☐ Temporary disability (accident and sickness)
- **f** ☐ Long-term disability
- **g** ☐ Supplemental unemployment
- **h** ☐ Prescription drug
- **i** ☐ Stop loss (large deductible)
- **j** ☐ HMO contract
- **k** ☐ PPO contract
- **l** ☐ Indemnity contract
- **m** ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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

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

A Name of plan
LORD CORPORATION SALARIED EMPLOYEES' SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
LORD CORPORATION

D Employer Identification Number (EIN)
25-0626921

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

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

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

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

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

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

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

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

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

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

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

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

(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)

FID INV INST OPS CO (FIIOC)

82 DEVONSHIRE STREET
BOSTON, MA 02109-3614

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 71	RECORDKEEPER	15980	Yes ☐ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

CAPTRUST FINANCIAL ADVISORS

4208 SIX FORKS ROAD, SUITE 1700
RALEIGH, NC 27609

26-0058143

(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?
16 27	ADVISOR	12645	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

(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.

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

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

A Name of plan
LORD CORPORATION SALARIED EMPLOYEES' SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
LORD CORPORATION

D Employer Identification Number (EIN)
25-0626921

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE: LORD SALARIED, EXEMPT & HRYLY MT

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

c EIN-PN 25-0626921-020 | **d** Entity code M | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 24983221

a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY MANAGED INCOME PORT II

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

c EIN-PN 04-3022712-025 | **d** Entity code C | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PSA NO. 25 (STABLE VALUE ACCOUNT)

b Name of sponsor of entity listed in (a): NEW YORK LIFE INSURANCE COMPANY

c EIN-PN 13-5582869-125 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12442625

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

b Name of plan sponsor | **c** EIN-PN

a Plan name

b Name of plan sponsor | **c** EIN-PN

a Plan name

b Name of plan sponsor | **c** EIN-PN

a Plan name

b Name of plan sponsor | **c** EIN-PN

a Plan name

b Name of plan sponsor | **c** EIN-PN

a Plan name

b Name of plan sponsor | **c** EIN-PN

a Plan name

b Name of plan sponsor | **c** EIN-PN

a Plan name

b Name of plan sponsor | **c** EIN-PN

a Plan name

b Name of plan sponsor | **c** EIN-PN

a Plan name

b Name of plan sponsor | **c** EIN-PN

a Plan name

b Name of plan sponsor | **c** EIN-PN

a Plan name

b Name of plan sponsor | **c** EIN-PN

a Plan name

b Name of plan sponsor | **c** EIN-PN

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

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

A Name of plan
LORD CORPORATION SALARIED EMPLOYEES' SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
LORD CORPORATION

D Employer Identification Number (EIN)
25-0626921

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	596973	876310
(2) Participant contributions	1b(2)	88405	94096
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		2632
(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)	2692822	2855323
(9) Value of interest in common/collective trusts	1c(9)	14824752	
(10) Value of interest in pooled separate accounts	1c(10)		12442625
(11) Value of interest in master trust investment accounts	1c(11)	21693427	24983221
(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)	57023631	65037297
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	3090533	3534701

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	100010543	109826205
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k		
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	100010543	109826205

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)	2890891	
(B) Participants	2a(1)(B)	2644315	
(C) Others (including rollovers)	2a(1)(C)	164925	
(2) Noncash contributions	2a(2)	1131113	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		6831244
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	162634	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		162634
(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)	1413786	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		1413786
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	219090	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		219090

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-193387
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		193900
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		5270863
(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)		6112302
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		20010432

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	9889887	
(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)		9889887
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		25691
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	28625	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		28625
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		9944203

Net Income and Reconciliation

k Net income (loss). Subtract line **2j** from line **2d**	2k		10066229
l Transfers of assets:			
(1) To this plan	2l(1)		182878
(2) From this plan	2l(2)		433445

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) [X] 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 [X] No

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

(1) Name: MCGILL, POWER, BELL & ASSOC. LLP **(2)** EIN: 25-1031405

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		5000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

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

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

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)
LORD CORP EXEMPT EMPLOYEES SAVINGS PLAN	25-0626921	005

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)	Retirement Plan Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 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.**	**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
LORD CORPORATION SALARIED EMPLOYEES' SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
LORD CORPORATION

D Employer Identification Number (EIN)
25-0626921

Part I Distributions

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

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

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

EIN(s): 04-3275867 _____

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

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

Part II Funding Information

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

Part IV ESOPs

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

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

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

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

SALARIED NON-EXEMPT EMPLOYEES' SAVINGS AND RETIREMENT PLAN

AUDITED FINANCIAL STATEMENTS AND SUPPLEMENTAL INFORMATION

DECEMBER 31, 2012 AND 2011

LORD CORPORATION
SALARIED NON-EXEMPT EMPLOYEES' SAVINGS AND RETIREMENT PLAN
TABLE OF CONTENTS

AUDITED FINANCIAL STATEMENTS

Independent Auditor's Report ..... Page 1

Statements of Net Assets Available for Benefits 3

Statements of Changes in Net Assets Available for Benefits 4

Notes to Financial Statements 5

SUPPLEMENTAL INFORMATION

Schedule of Assets (Held at End of Year) 17

AUDITED FINANCIAL STATEMENTS

McGill, Power, Bell & Associates, LLP
Certified Public Accountants • Business & Financial Advisors
80 YEARS and Still Counting

1920 West 8th Street
Erie, PA 16505
814.453.6594
Fax: 814.455.3642

INDEPENDENT AUDITOR'S REPORT

The Investment & Benefits Committee of LORD Corporation

Report on the Financial Statements

We have audited the accompanying financial statements of LORD Corporation Salaried Exempt Employees' Savings and Retirement Plan, which comprise the Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011, and the related Statements of Changes in Net Assets Available for Benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2012 and 2011, and the changes in net assets available for benefits for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule H, line 4i-Schedule of Assets (Held at End of Year) as of December 31, 2012 is presented for the purpose of additional analysis and is not a required part of the financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

McGill, Power, Bell & Associates, LLP

McGill, Power, Bell & Associates, LLP
Erie, Pennsylvania
September 30, 2013

LORD CORPORATION
SALARIED NON-EXEMPT EMPLOYEES' SAVINGS AND RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS		
INVESTMENTS - AT FAIR VALUE ***(Notes C and D)***		
Mutual Funds	$ 65,563,819	$ 57,475,684
Plan Interest in LORD Corporation Master Savings Trust ***(Note E)***	24,983,221	21,693,427
Collective Investment Trust ***(Note F)***	-	14,824,752
Pooled Separate Account ***(Note G)***	12,442,625	-
Common and Preferred Stocks	1,608,565	1,875,750
Other Investments	342,200	24,922
Cash Equivalents	1,060,046	737,808
Total Investments	106,000,476	96,632,343
RECEIVABLES		
Notes Receivable from Participants	2,967,298	2,769,767
Participant Contributions	94,096	88,405
Employer Contribution	876,310	596,973
	3,937,704	3,455,145
NET ASSETS AVAILABLE FOR BENEFITS	109,938,180	100,087,488
Adjustment from Fair Value to Contract Value for Interest in Collective Trust and Pooled Separate Account relating to Fully Benefit-Responsive Investment Contracts ***(Note F and G)***	(173,681)	(360,192)
TOTAL NET ASSETS AVAILABLE FOR BENEFITS	**$ 109,764,499**	**$ 99,727,296**

See Accompanying Notes.

LORD CORPORATION
SALARIED NON-EXEMPT EMPLOYEES' SAVINGS AND RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	2012	2011
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
INVESTMENT INCOME		
Net Appreciation (Depreciation) in Fair Value of Investments ***(Note C)***	$ 6,194,211	$ (3,757,198)
Plan Interest in LORD Corporation Master Savings Trust	5,270,863	2,165,871
Interest and Dividends	1,948,131	2,177,053
	13,413,205	585,726
CONTRIBUTIONS		
Participant	2,809,240	2,716,024
Employer	4,022,004	3,759,354
	6,831,244	6,475,378
Total Additions	20,244,449	7,061,104
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits Paid to Participants	9,928,054	6,459,440
Administrative Expenses	28,625	32,941
Total Deductions	9,956,679	6,492,381
NET INCREASE PRIOR TO TRANSFERS	10,287,770	568,723
Transfers - Between LORD Corporation Plans	(250,567)	60,883
NET INCREASE	10,037,203	629,606
NET ASSETS AVAILABLE FOR BENEFITS		
BEGINNING OF YEAR	99,727,296	99,097,690
END OF YEAR	**$ 109,764,499**	**$ 99,727,296**

See Accompanying Notes.

NOTE A DESCRIPTION OF THE PLAN AND BENEFITS

The Plan is a defined contribution plan that is designed to provide an incentive for eligible employees to save for retirement by deferring a basic employee contribution, and acquiring matching contributions from LORD Corporation under the conditions and limitations set forth in the Plan. Effective January 1, 2005, an employer defined contribution component was added. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Participants should refer to the Plan agreement for a more comprehensive description of the Plan's provisions.

Employee Contributions

Annually, participants may contribute up to 25% of pretax annual compensation, as defined in the Plan. Participants who are at least 50 years of age are permitted to make "catch-up" contributions. During both 2012 and 2011, the maximum allowed catch-up contributions per participant were $5,500. Additional after-tax voluntary employee contributions are no longer permitted by the Plan. The Plan allows for rollovers from other Plans. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 5% of eligible compensation and their contributions invested in a designated balanced fund until changed by the participant.

Investment of Employee Contributions

Employee contributions are invested in one or more investment funds administered by a qualified investment manager (Fidelity Institutional Retirement Services Company, Boston, Massachusetts). Additionally, participants can choose to invest outside these selected funds through the Fidelity BrokerageLink® Account, which is a brokerage account for retirement portfolios. The employee determines the percentage allocation of his or her contribution between funds and may change his or her selection on a daily basis. The investment selection of a participant applies uniformly to all of his/her accounts.

Company Matching Contributions

Effective January 1, 2009, company match contributions are made solely at the discretion of the Plan Sponsor. Unless a change in the contribution level is communicated in writing to each eligible participant, as soon as administratively practicable after the determination has been made, the Company shall make matching contributions, which aggregated with the Employer's share of forfeitures, shall equal 40% of the first 5% of compensation contributed to the Plan in the form of basic employee contributions for each participant, determined on the basis of each pay period, for the relevant six month period. Matching contributions, other than deemed made from Employer securities held in trust from terminated members, are made in Employer securities.

Employer Defined Contributions

Effective January 1, 2005, an employer defined contribution component, consisting of employer contributions for those employees who were covered under the LORD Corporation Salaried Employees' Pension Plan which was generally frozen effective December 31, 2004 (or who would have been covered under such pension plan if participation therein had not been frozen), was added to this Plan. Following each payroll period the Company contributes this Retirement Investment Contribution to eligible employees based on the participant's age at the beginning of the payroll period.

NOTE A DESCRIPTION OF THE PLAN AND BENEFITS (CONTINUED)

Employer Defined Contributions (Continued)

The Retirement Investment Contribution is determined as follows for those hired prior to January 1, 2010:

Age as of Beginning of Payroll Period	Percentage of Eligible Earnings
Under age 30	3.0 %
30 - 39 years	4.0 %
40 - 49 years	5.5 %
Age 50 and over	8.5 %

The Retirement Investment Contribution is determined as follows for those hired after January 1, 2010:

Age as of Beginning of Payroll Period	Percentage of Eligible Earnings
20-29 years	3.0 %
30 - 39 years	4.0 %
Age 40 and over	5.5 %

Conversion Out of LORD Corporation Stock

Fully vested employees can cash out a portion of their LORD stock and invest in any of the investment options offered by the Plan. This conversion option is permitted semi-annually. Stock may be converted in amounts up to 20% of the total shares owned. Whenever the shares of Employer stock held are ten shares or less, only 100% of such shares can be liquidated. Effective October 1, 2005, LORD stock held in an account of a terminated employee follows mandatory liquidation procedures not to extend beyond a five year period.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and (b) Plan earnings, and charged with an allocation of administrative expenses, if any. Forfeited balances of terminated participants' non-vested accounts are used to reduce future Company contributions. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are always 100% vested in their basic, rollover and voluntary contribution accounts, plus earnings thereon; and become 100% vested in the value of their Company matching contribution and retirement investment contribution accounts in the event of death, disability, or upon attaining age 65 or the early retirement date. Otherwise, vesting in their Company matching contribution account is determined on the basis of 20% for each full year of employment and the participant's vested percentage in his/her retirement investment contribution account is 100% cliff-vested after five or more years of service.

Automatic Rollovers

Effective March 1, 2005, if a participant's vested Accrued Benefit exceeds $1,000 but does not exceed $5,000, this benefit is payable to the participant prior to his/her normal retirement date without his/her consent. If the participant does not elect to have this benefit rolled over to an eligible retirement plan or paid directly to themselves, the Plan administrator will direct an automatic rollover to an individual retirement plan designated by the Plan administrator in accordance with IRC §7701(a)(37).

NOTE A DESCRIPTION OF THE PLAN AND BENEFITS (CONTINUED)

Notes Receivable from Participants

Participants may borrow from their basic contribution and rollover accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their account balance. Loan transactions are treated as transfers between the investment funds and the participant's Loan Fund. Loan terms may not exceed five years. The loans are secured by the balance in the participant's account and bear interest at rates that range from 6.25% to 8.25%, which are commensurate with local prevailing rates in effect at the loan origination date. Principal and interest are paid ratably through payroll deductions or direct payments.

Withdrawals

Employee basic and rollover contributions may be withdrawn under specified conditions only for hardships, as defined in the Plan. Any participant who ceases to be an employee is not eligible for hardship withdrawals. At any time after the employee attains age 59½, he or she may make a partial or full withdrawal of vested amounts in plan accounts, other than that portion of his/her vested accrued benefit attributable to Retirement Investment Contributions.

Payment of Benefits

Upon retirement, disability, or death, the participant's accrued benefit may be rolled over to an eligible retirement plan or paid to the employee or his/her beneficiary in cash installments, in a lump sum or as a partial payout amount with the remainder payable in cash installments. If the employee terminates employment for any reason other than retirement, disability, or death, he or she may receive a rollover to an eligible retirement plan or lump sum payment or cash installment distributions of 100% of his/her basic and voluntary contributions, including investment earnings, plus the vested percentage of the Company matching and retirement investment contributions accounts.

Stock Rights

Any Employer stock received as a stock dividend, a stock split, or as a result of a reorganization of the Employer shall be allocated to the Employer securities to which they are attributable. Any cash dividends received on Employer stock are allocated to the participant's Employer Securities Dividend Account and invested pursuant to their direction.

Forfeited Accounts

At December 31, 2012 and 2011, forfeited non-vested accounts totaled $68,665 and $64,350, respectively. These accounts will be used to reduce future employer matching contributions and retirement investment contributions first, with remaining forfeitures, if any, used to reduce Plan expenses. In 2012 and 2011, employer contributions were reduced by $114,210 and $82,814, respectively, from forfeited non-vested accounts. If a participant terminates his/her employment and is rehired by the Employer prior to the date he/she would incur his/her 5th consecutive break in service, any amounts previously forfeited are restored by the Company, if the participant repays to the Plan the entire amount which was distributed following his/her termination.

NOTE B SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared under the accrual basis of accounting.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because

NOTE B SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Basis of Accounting (Continued)

contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statements of Net Assets Available for Benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statements of Changes in Net Assets Available for Benefits are prepared using a contract value basis for fully benefit-responsive investment contracts.

Use of Estimates

The preparation of financial statements in conformity with United States of America generally accepted accounting principles ("U.S. GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated 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. The Plan's Investment & Benefits Committee determines the Plan's valuation policies utilizing information provided by the investment advisers, custodians and insurance company. See ***Note D*** 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 (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012 or 2011. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, for Department of Labor 5500 form reporting purposes, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits

Benefits are recorded when paid.

Investment and Administrative Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Direct participant administrative fees are paid from the Plan. The Plan participates in a Revenue Credit Program ("RCP") where revenue sharing credits are held in an unallocated account to be used to pay Plan expenses. At December 31, 2012 and 2011, the RCP account balances were $2,632 and $0, respectively. Investment advisory fees paid from this RCP account in 2012 and 2011 were $12,645 and $0, respectively. Other investment related expenses are included in net appreciation of fair value of investments.

Subsequent Events

The Plan has evaluated subsequent events through September 30, 2013, the date the financial statements were available to be issued.

NOTE C INVESTMENTS

The following presents investments that represent 5% or more of the Plan's net assets in either year.

	2012	2011
Participant - Directed Funds-		
Fidelity Freedom 2015 Fund	$ 7,404,281	$ 6,983,177
Fidelity Freedom 2020 Fund	10,270,498	7,846,511
Fidelity Freedom 2025 Fund	6,203,241	5,604,892
MainStay Large Cap Growth Fund	5,918,593	5,318,293
Fidelity Managed Income Portfolio ll (at contract value)	-	14,464,560
NYL Anchor Account (at contract value)	12,268,944	-
Nonparticipant - Directed Funds-		
Plan Interest in LORD Corporation Master Savings Trust	24,983,221	21,693,427

During the years ended December 31, 2012 and 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the years) appreciated (depreciated) in value by $6,194,211 and $(3,757,198), respectively, as follows:

	2012	2011
Mutual Funds	$ 6,164,269	$ (3,614,627)
Common Stock	18,002	(149,537)
Preferred Stock	(816)	255
Warrants	453	-
Limited Partnerships - Publicly Traded	12,303	6,711
Total Appreciation (Depreciation)	$ 6,194,211	$ (3,757,198)

NOTE D FAIR VALUE MEASUREMENTS

The framework for measuring fair value 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) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy 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; and
- 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.

NOTE D FAIR VALUE MEASUREMENTS (CONTINUED)

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

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

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

Collective Investment Trust: 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 (***Note F***).

Pooled Separate Account: Valued at estimated fair market value of the assets in the New York Life's Pooled Separate Account No. 25 as of the valuation date, multiplied by the ratio of the Plan's Stable Value Account balance to the total Stable Value Account balances of all plans participating in New York Life's Pooled Separate Account No. 25 as of the valuation date. This is not a unitized separate account and accordingly, New York Life Insurance Company does not maintain plan level records reflecting a plan's interest in Pooled Separate Account No. 25, nor is this amount available for withdrawal by the Plan. (***Note G***).

Plan Interest in LORD Corporation Master Savings Trust: A description of the valuation methodology is in ***Note E***.

Additional investments purchased through the BrokerageLink® investment option include the following additional types of investments:

Common Stocks: Valued at the closing price reported on the active market on which the individual securities are traded.

Preferred Stocks: Valued at the quoted market price of the issuer's unrestricted common stock less an appropriate discount.

Real Estate Investment Trusts and Publicly Traded Limited Partnership Interests: Valued at the NAV traded closest to year-end for units held, adjusted for activity between the trading date and the valuation date, if deemed appropriate.

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

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

NOTE D FAIR VALUE MEASUREMENTS (CONTINUED)

Assets at Fair Value as of December 31, 2012

	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Blend Equity Funds	$ 7,678,427	$ -	$ -	$ 7,678,427
Growth Equity Funds	6,243,824	-	-	6,243,824
Value Equity Funds	6,274,539	-	-	6,274,539
Index Funds	4,353,107	-	-	4,353,107
Target Date Funds	35,980,051	-	-	35,980,051
International Funds	2,476,588	-	-	2,476,588
Income Funds	2,030,761	-	-	2,030,761
Brokerage Account Holdings	526,522	-	-	526,522
Cash Equivalents	1,060,046	-	-	1,060,046
Pooled Separate Account	-	12,442,625	-	12,442,625
Plan Interest in LORD Corporation Master Savings Trust	-	-	24,983,221	24,983,221
Common Stocks	1,608,565	-	-	1,608,565
Real Estate Investment Trusts	320,854	-	-	320,854
Limited Partnerships-Publicly Traded	-	21,346	-	21,346
Totals	$ 68,553,284	$ 12,463,971	$ 24,983,221	$ 106,000,476

Assets at Fair Value as of December 31, 2011

	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Blend Equity Funds	$ 6,921,137	$ -	$ -	$ 6,921,137
Growth Equity Funds	5,820,529	-	-	5,820,529
Value Equity Funds	5,450,134	-	-	5,450,134
Index Funds	4,163,692	-	-	4,163,692
Target Date Funds	30,494,575	-	-	30,494,575
International Funds	2,226,223	-	-	2,226,223
Income Funds	1,947,341	-	-	1,947,341
Brokerage Account Holdings	452,053	-	-	452,053
Cash Equivalents	737,808	-	-	737,808
Collective Investment Trust	-	14,824,752	-	14,824,752
Plan Interest in LORD Corporation Master Savings Trust	-	-	21,693,427	21,693,427
Common Stocks	1,867,484	-	-	1,867,484
Preferred Stocks	8,266	-	-	8,266
Real Estate Investment Trusts	15,960	-	-	15,960
Limited Partnerships-Publicly Traded	-	8,962	-	8,962
Totals	$ 60,105,202	$ 14,833,714	$ 21,693,427	$ 96,632,343

NOTE D FAIR VALUE MEASUREMENTS (CONTINUED)

Level 3 Gains and Losses

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the years ended December 31, 2012 and 2011.

	Level 3 Assets	
	2012	2011
Plan Interest in LORD Corporation Master Savings Trust,		
Beginning of Year	$ 21,693,427	$ 20,415,975
Realized Gains/Losses	62,836	37,699
Unrealized Gains/Losses - Plan Interest still held at the reporting date	4,569,007	1,507,542
Sales	(2,885,987)	(2,075,701)
Purchases	1,543,938	1,807,912
Balance, End of Year	$ 24,983,221	$ 21,693,427
The amount of total gains or losses for the period attributable to the change in unrealized gains or losses relating to assets still held at the reporting date	$ 4,569,007	$ 1,507,542

Changes in Fair Value Levels

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 the 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.

We evaluated the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the years ended December 31, 2012 and 2011, there were no significant transfers in or out of levels 1, 2, or 3.

NOTE E INVESTMENT IN LORD CORPORATION MASTER SAVINGS TRUST

The Plan is a participant in the LORD Corporation Master Savings Trust. The Trust was created for the purpose of receiving, holding, investing, and disbursing the assets of the employee savings plans sponsored by LORD Corporation. The assets of the Master Savings Trust are held by PNC Bank (Trustee).

The sole investment in the LORD Corporation Master Savings Trust is shares of LORD Corporation Paired Class B Common Stock and Class C Preferred Stock which is valued semi-annually by an independent valuation specialist. Although the income, cost and market valuation approaches are considered, emphasis is placed on the market approach (guideline company methodology) with an adjustment for a discount for lack of marketability. The Plan's interest in the Master Trust is based on shares held at the beginning of the year plus shares for current year contributions and earnings less distributions. At December 31, 2012 and 2011, the Plan's interest in the net assets of the Master Savings Trust was 30.66% and 31.80%, respectively.

The Master Savings Trust has the following investments, at estimated fair market value at December 31,	2012	2011
LORD Corporation Paired Class B Common Stock - Class C Preferred Stock	$ 81,484,179	$ 68,211,996

NOTE E INVESTMENT IN LORD CORPORATION MASTER SAVINGS TRUST (CONTINUED)

Investment income for the Master Savings Trust
for the years ended December 31,

Net Appreciation in Fair Value of Investments	$ 15,024,538	$ 4,823,021
LORD Stock Dividend	2,070,024	1,948,180
Total Investment Income	$ 17,094,562	$ 6,771,201

Dividends on LORD Corporation stock are deposited in cash to each participant's account in the same allocation mix as employee contributions.

Investment income relating to the Master Savings Trust is allocated to the individual plans based upon shares of LORD paired Class B common stock - Class C preferred stock allocated to each plan. The Master Savings Trust is reported on a cash basis. Accrued investment income is reflected on the financial statements for each plan. All other changes in net assets available for benefits are specifically identified and are allocated to each plan. Accordingly, contributions, benefits paid to participants and transfers are all reflected on the financial statements for each plan.

NOTE F COLLECTIVE INVESTMENT TRUST

The Plan held units in a fully benefit-responsive collective investment trust, titled the Fidelity Managed Income Portfolio ll, which invests in and retains ownership of a pool of fixed income securities which were transferred to the NYL Anchor Account during 2012. These securities are wrapped by a synthetic investment contract issued by a bank or insurance company that insures that participant initiated withdrawals from the stable value fund will be paid at contract value. Wrap contracts are designed to allow a stable value fund to maintain a constant Net Asset Value (NAV) and to protect the fund in extreme circumstances.

As described in ***Note B***, because the collective investment trust is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the collective investment trust. The trust is presented on the face of the Statements of Net Assets Available for Benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

The fair value of the collective trust at December 31, 2012 and 2011 was $0 and $14,824,752, respectively. The collective trust was transferred to the NYL Anchor Account on December 3, 2012. The interest rate credited to participants (contract value spot yield) for 2012 and 2011 was 1.28% and 1.60%, respectively, which is adjusted annually and is guaranteed to not drop below zero. The average return on the underlying investments (market value spot yield) was 1.73% and 1.92% in 2012 and 2011, respectively.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (2) changes to the plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the plan sponsor or other plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator believes that any events which would limit the Plan's ability to transact at contract value with participants are probable of not occurring.

NOTE G POOLED SEPARATE ACCOUNT

The Plan invests in a fully benefit-responsive pooled separate account, titled the NYL Anchor Account (PSA No. 25 Stable Value Account), which invests in a pool of fixed income securities which are owned by New York Life Insurance Company ("New York Life"). However, the assets in this account are maintained solely for the benefit of the contract holders participating in the separate account and are not chargeable with any other liabilities arising out of any other business of New York Life. The fair value of the pooled separate account at December 31, 2012 and 2011 was $12,442,625 and $0, respectively. The collective trust, Fidelity Managed Income Portfolio ll, was transferred to the NYL Anchor Account on December 3, 2012.

As described in ***Note B***, because the pooled separate account is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the pooled separate account. The account is presented on the face of the Statements of Net Assets Available for Benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

The key factors that impact the crediting rate under the group annuity contract are the timing and magnitude of the cash flows in and out of the separate account, as well as prevailing market rates on fixed income assets available for investment by the separate account. The interest crediting rate may be reset not more frequently than daily and not less frequently than quarterly. The interest crediting rate reflects the book yield on the separate account, adjusted to reflect amortization of any realized gains and losses. Interest is accrued daily and credited monthly to the Stable Value Account. The crediting interest rate for 2012 was 1.95%, net of a .5% expense charge and is guaranteed by New York Life Insurance Company to not drop below 0%, before any deduction for expenses. The average yield earned by the Plan was 1.92% in 2012.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (2) changes to the plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the plan sponsor or other plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator believes that any events which would limit the Plan's ability to transact at contract value with participants are probable of not occurring.

NOTE H NONPARTICIPANT - DIRECTED INVESTMENTS

Information about the net assets and the significant components of the changes in net assets relating to the nonparticipant-directed investments is as follows:

	2012	2011
Net Assets, at December 31:		
Plan Interest in LORD Corporation Master Savings Trust	$ 24,983,221	$ 21,693,427
Employer Contribution Receivable, (non-cash)	770,776	544,581
	$ 25,753,997	$ 22,238,008

NOTE H NONPARTICIPANT - DIRECTED INVESTMENTS (CONTINUED)

Changes in Net Assets, for the Years Ended December 31:

Contributions, (non-cash)	$ 1,131,113	$ 893,291
Plan Interest in LORD Corporation Master Savings Trust	5,270,863	2,165,871
Benefits Paid to Participants	(1,451,327)	(744,933)
Transfers to Other Plans	(84,190)	89,347
Transfers to Participant-Directed Investments	(1,350,470)	(1,420,115)
	$ 3,515,989	$ 983,461

NOTE I TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated October 31, 2007, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Service Code. (IRC). Although the Plan has been restated to incorporate prior amendments since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

U.S. GAAP require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by various taxing authorities. 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 J RELATED-PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Fidelity Management Trust Company, which is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Direct fees paid by the Plan for administrative services amounted to $28,625 and $32,941 for the years ended December 31, 2012 and 2011, respectively. Indirect fees paid for investment management and other eligible services are netted in the return on investments.

NOTE K PLAN TERMINATION

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

NOTE L RISKS AND UNCERTAINTIES

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

NOTE M RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2012 and 2011 to Form 5500:

	2012	2011
Net Assets Available for Benefits – Per the Financial Statements	$ 109,764,499	$ 99,727,296
Less – Cumulative Deemed Distributions (Removed from Notes Receivable from Participants)	(111,975)	(76,945)
Adjustment from Contract Value to Fair Value for Interest in Pooled Separate Account relating to Fully Benefit-Responsive Investment Contracts	173,681	360,192
Per Form 5500	$ 109,826,205	$ 100,010,543

The following are reconciliations of additions to and deductions from net assets per the financial statements for the year ended December 31, 2012 to amounts reported on Form 5500:

	2012
Total Additions - Per the Financial Statements	$ 20,244,449
Less - Post Default Interest Accrued on Notes Receivable From Participants	(47,506)
Adjustment from Contract Value to Fair Value for Interests in Collective Trust and Pooled Separate Account relating to Fully Benefit-Responsive Investment Contracts	(186,511)
Total Income per 5500	$ 20,010,432
Deductions from Net Assets – Per Financial Statements	$ 9,956,679
Line 2g – Deemed Distributions – Current Year	25,691
Prior Deemed Distributions – Now Distributable	(38,167)
Expenses per Form 5500	$ 9,944,203

SUPPLEMENTAL INFORMATION

LORD CORPORATION
SALARIED NON-EXEMPT EMPLOYEES' SAVINGS AND RETIREMENT PLAN
EIN #25-0626921 PLAN #003
SCHEDULE OF ASSETS (HELD AT END OF YEAR), SCHEDULE H, LINE 4i
DECEMBER 31, 2012

(a)	(b) Identity	(c) Description	Shares/Units	(e) Current Value
	Mutual Funds -			
*	Fidelity Management Trust Co.	Spartan Extended Market Index Fund	23,594.703	$ 941,665
*	Fidelity Management Trust Co.	Freedom 2005 Fund	35,931.995	402,798
*	Fidelity Management Trust Co.	Freedom 2010 Fund	181,226.863	2,558,923
*	Fidelity Management Trust Co.	Freedom 2015 Fund	626,950.129	7,404,281
*	Fidelity Management Trust Co.	Freedom 2020 Fund	717,714.737	10,270,498
*	Fidelity Management Trust Co.	Freedom 2025 Fund	519,099.645	6,203,241
*	Fidelity Management Trust Co.	Freedom 2030 Fund	226,407.122	3,221,773
*	Fidelity Management Trust Co.	Freedom 2035 Fund	181,527.930	2,147,475
*	Fidelity Management Trust Co.	Freedom 2040 Fund	418,458.402	3,456,466
	Fidelity Management Trust Co.	Freedom 2045 Fund	9,171.355	95,036
	Fidelity Management Trust Co.	Freedom 2050 Fund	16,340.668	157,524
	Fidelity Management Trust Co.	Freedom 2055 Fund	6,278.906	62,036
*	Fidelity Management Trust Co.	Freedom Income Fund	24,112.617	282,359
*	Fidelity Management Trust Co.	Spartan International Index Fund	1,573.261	53,931
*	Fidelity Management Trust Co.	Diversified International Fund K	1,803.944	53,920
	PIMCO	Total Return Fund	155,551.771	1,748,402
	Morgan Stanley	Mid Cap Growth Fund I	5,691.207	197,713
	The Vanguard Group, Inc.	Institutional Index Fund	23,636.319	3,085,012
	Prudential Mutual Fund Services, LLC	Small Company Fund Z	5,442.526	127,518
	Ridgeworth Funds	Mid Cap Value Fund I	119,294.502	1,401,710
	MFS Funds	Value Fund R4	176,487.933	4,473,969
	Harbor Services Group, Inc.	Harbor International Fund	37,722.102	2,343,297
	The Vanguard Group, Inc.	Total Bond Market Institutional Fund	285,530.855	3,166,537
	The Vanguard Group, Inc.	Small Cap Index Fund Signal	7,013.319	244,905
	Dreyfus - MBSC Securities	Small Cap Value Fund	15,229.455	398,860
	American Funds	American Funds Fundamental Investors Cl R4	112,832.586	4,593,415
	MainStay Funds	Large Cap Growth Fund	741,678.360	5,918,593
	OppenheimerFunds	Developing Markets Fund	729.367	25,440
	BrokerageLink® Accounts **	Mutual Funds		526,522
	Total Mutual Funds			65,563,819
	Pooled Separate Account			
	New York Life Insurance Company	New York Anchor Account ***	12,268,943.570	12,442,625
	BrokerageLink® Accounts **	Common Stocks	N/A	1,608,565
	BrokerageLink® Accounts **	Real Estate Investment Trusts	N/A	320,854
	BrokerageLink® Accounts **	Limited Partnerships-Publically Traded	N/A	21,346
*	BrokerageLink® Accounts **	Fidelity Cash Reserve	N/A	1,057,414
*	Fidelity Management Trust Co.	Retirement Government Money Market Fund	2,632.450	2,632
*	PNC Bank	Plan Interest in LORD Corporation Master Savings Trust		24,983,221
*	Notes Receivable from Participants	Interest rates - 6.25% to 8.25%	N/A	2,967,298
	TOTAL INVESTMENTS			**$ 108,967,774**

* Party-in-interest

** Total BrokerageLink® Accounts **$ 3,534,701**

*** Contract value is $12,268,944.

(d) Cost column is not shown since investments are participant-directed.

LORD CORPORATION
SALARIED NON-EXEMPT EMPLOYEES' SAVINGS AND RETIREMENT PLAN
EIN #25-0626921 PLAN #003
SCHEDULE OF ASSETS (HELD AT END OF YEAR), SCHEDULE H, LINE 4i
DECEMBER 31, 2012

(a)	(b) Identity	(c) Description	Shares/Units	(e) Current Value
	Mutual Funds -			
*	Fidelity Management Trust Co.	Spartan Extended Market Index Fund	23,594.703	$ 941,665
*	Fidelity Management Trust Co.	Freedom 2005 Fund	35,931.995	402,798
*	Fidelity Management Trust Co.	Freedom 2010 Fund	181,226.863	2,558,923
*	Fidelity Management Trust Co.	Freedom 2015 Fund	626,950.129	7,404,281
*	Fidelity Management Trust Co.	Freedom 2020 Fund	717,714.737	10,270,498
*	Fidelity Management Trust Co.	Freedom 2025 Fund	519,099.645	6,203,241
*	Fidelity Management Trust Co.	Freedom 2030 Fund	226,407.122	3,221,773
*	Fidelity Management Trust Co.	Freedom 2035 Fund	181,527.930	2,147,475
*	Fidelity Management Trust Co.	Freedom 2040 Fund	418,458.402	3,456,466
	Fidelity Management Trust Co.	Freedom 2045 Fund	9,171.355	95,036
	Fidelity Management Trust Co.	Freedom 2050 Fund	16,340.668	157,524
	Fidelity Management Trust Co.	Freedom 2055 Fund	6,278.906	62,036
*	Fidelity Management Trust Co.	Freedom Income Fund	24,112.617	282,359
*	Fidelity Management Trust Co.	Spartan International Index Fund	1,573.261	53,931
*	Fidelity Management Trust Co.	Diversified International Fund K	1,803.944	53,920
	PIMCO	Total Return Fund	155,551.771	1,748,402
	Morgan Stanley	Mid Cap Growth Fund I	5,691.207	197,713
	The Vanguard Group, Inc.	Institutional Index Fund	23,636.319	3,085,012
	Prudential Mutual Fund Services, LLC	Small Company Fund Z	5,442.526	127,518
	Ridgeworth Funds	Mid Cap Value Fund I	119,294.502	1,401,710
	MFS Funds	Value Fund R4	176,487.933	4,473,969
	Harbor Services Group, Inc.	Harbor International Fund	37,722.102	2,343,297
	The Vanguard Group, Inc.	Total Bond Market Institutional Fund	285,530.855	3,166,537
	The Vanguard Group, Inc.	Small Cap Index Fund Signal	7,013.319	244,905
	Dreyfus - MBSC Securities	Small Cap Value Fund	15,229.455	398,860
	American Funds	American Funds Fundamental Investors Cl R4	112,832.586	4,593,415
	MainStay Funds	Large Cap Growth Fund	741,678.360	5,918,593
	OppenheimerFunds	Developing Markets Fund	729.367	25,440
	BrokerageLink® Accounts **	Mutual Funds		526,522
	Total Mutual Funds			65,563,819
	Pooled Separate Account			
	New York Life Insurance Company	New York Anchor Account ***	12,268,943.570	12,442,625
	BrokerageLink® Accounts **	Common Stocks	N/A	1,608,565
	BrokerageLink® Accounts **	Real Estate Investment Trusts	N/A	320,854
	BrokerageLink® Accounts **	Limited Partnerships-Publically Traded	N/A	21,346
*	BrokerageLink® Accounts **	Fidelity Cash Reserve	N/A	1,057,414
*	Fidelity Management Trust Co.	Retirement Government Money Market Fund	2,632.450	2,632
*	PNC Bank	Plan Interest in LORD Corporation Master Savings Trust		24,983,221
*	Notes Receivable from Participants	Interest rates - 6.25% to 8.25%	N/A	2,967,298
	TOTAL INVESTMENTS			**$ 108,967,774**

* Party-in-interest

** Total BrokerageLink® Accounts **$ 3,534,701**

*** Contract value is $12,268,944.

(d) Cost column is not shown since investments are participant-directed.