

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

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>PALL RETIREMENT PLAN FOR PUERTO RICO EMPLOYEES</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>07/01/2000</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>07/01/2000</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>07/01/2000</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>PALL LIFE SCIENCES PUERTO RICO, LLC</u> <u>ROAD 194, PALL BLVD #98</u> <u>FAJARDO, PR 00738</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>66-0676343</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>787-863-1124</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>339900</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>66-0676343</u>	2c Sponsor's telephone number <u>787-863-1124</u>	2d Business code (see instructions) <u>339900</u>	
2b Employer Identification Number (EIN) <u>66-0676343</u>					
2c Sponsor's telephone number <u>787-863-1124</u>					
2d Business code (see instructions) <u>339900</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	<u>10/17/2013</u> Date	<u>JULIE TAYLOR</u> Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address PALL LIFE SCIENCES PUERTO RICO, LLC ROAD 194, PALL BLVD #98 FAJARDO, PR 00738		3b Administrator's EIN 66-0676343
		3c Administrator's telephone number 787-863-1124
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 1033
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	605
b Retired or separated participants receiving benefits.....	6b	2
c Other retired or separated participants entitled to future benefits.....	6c	194
d Subtotal. Add lines 6a , 6b , and 6c	6d	801
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	801
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	657
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	65
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2T 3C		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ <u>0</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

A Name of plan <u>PALL RETIREMENT PLAN FOR PUERTO RICO EMPLOYEES</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>PALL LIFE SCIENCES PUERTO RICO, LLC</u>	D Employer Identification Number (EIN) <u>66-0676343</u>	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

BENEFIT PLANS ADMIN SERVICES, INC.

16-1503696

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 19 37 60 63 72 99	N/A	31312	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

UBS TRUST COMPANY OF PR

66-0532499

(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?
21 26 49 52 63	N/A	0	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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.	

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 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 PALL RETIREMENT PLAN FOR PUERTO RICO EMPLOYEES		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 PALL LIFE SCIENCES PUERTO RICO, LLC		D Employer Identification Number (EIN) 66-0676343

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)	16231	12502
(2) Participant contributions	1b(2)	28694	21892
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	1364986	958145
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	9499991	8839823
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	10909902	9832362

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	10909902	9832362
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	438100	
(B) Participants	2a(1)(B)	827104	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1265204
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)	51825	
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		51825
(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)	232719	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		232719
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		730983
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		2280731

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	550974	
(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)		550974
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	19712	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	11600	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		31312
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		582286

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		1698445
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		2775985

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: **KPMG**

(2) EIN: **13-5565207**

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a	X		2576314
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		15000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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)

HAEMONETICS PUERTO RICO, LLC RETIREMENT PLAN

5b(2) EIN(s)	5b(3) PN(s)
66-0785754	001

Part V Trust Information (optional)

6a Name of trust

UBS TRUST COMPANY OF PR

6b Trust's EIN

660532499

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

A Name of plan <u>PALL RETIREMENT PLAN FOR PUERTO RICO EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>PALL LIFE SCIENCES PUERTO RICO, LLC</u>	D Employer Identification Number (EIN) <u>66-0676343</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>66-0532499</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

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

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- a** Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%
- b** Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more
- c** What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____



PALL RETIREMENT PLAN FOR PUERTO RICO EMPLOYEES
(Formerly known as Pall Section 1165(e) Retirement and Savings Plan for The
Puerto Rico Employees of The Pall Corporation)

Financial Statements and Supplemental Schedules

December 31, 2012 and 2011

(With Independent Auditors' Report Thereon)



KPMG LLP
American International Plaza
Suite 1100
250 Muñoz Rivera Avenue
San Juan, PR 00918-1819

Independent Auditors' Report

The Plan Administrator
Pall Retirement Plan For Puerto Rico Employees:

We were engaged to audit the accompanying financial statements of Pall Retirement Plan for Puerto Rico Employees (formerly known as Pall Section 1165(e) Retirement and Savings Plan for The Puerto Rico Employees of The Pall Corporation) (the 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

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in notes 3 and 4, which was certified by Hand Benefits & Trust Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2012 and 2011, and for the years then ended, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

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



Other Matter

The supplemental Schedule H, line 4i, Schedule of Assets (Held at End of Year) as of or for the year ended December 31, 2012 and Schedule H, line 4a – Schedule of Delinquent Participant Contributions for the year ended December 31, 2012 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

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

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

KPMG LLP

October 11, 2013

Stamp No. E85495 of the Puerto Rico
Society of Certified Public Accountants
was affixed to the record copy of this report.

PALL RETIREMENT PLAN FOR PUERTO RICO EMPLOYEES
(Formerly known as Pall Section 1165(e) Retirement and Savings Plan for The
Puerto Rico Employees of The Pall Corporation)

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Assets:		
Investments (note 3)	\$ 8,839,823	9,499,991
Receivables:		
Participants' contributions	21,892	28,694
Employer's contributions	12,502	16,231
Notes receivable from participants	<u>958,145</u>	<u>1,369,323</u>
Total receivables	<u>992,539</u>	<u>1,414,248</u>
Net assets available for benefits	<u>\$ 9,832,362</u>	<u>10,914,239</u>

See accompanying notes to financial statements.

PALL RETIREMENT PLAN FOR PUERTO RICO EMPLOYEES
(Formerly known as Pall Section 1165(e) Retirement and Savings Plan for The
Puerto Rico Employees of The Pall Corporation)

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Additions:		
Additions to net assets attributed to:		
Investment income (note 3):		
Net appreciation (depreciation) in fair value of investments	\$ 730,983	(540,725)
Interest and dividends	232,719	445,045
Net investment income (loss)	<u>963,702</u>	<u>(95,680)</u>
Interest income on notes receivable from participants	51,825	44,675
Contributions:		
Participants	827,104	913,994
Employer	438,100	475,236
Total contributions	<u>1,265,204</u>	<u>1,389,230</u>
Total additions	<u>2,280,731</u>	<u>1,338,225</u>
Deductions:		
Deductions from net assets attributed to:		
Benefits paid to participants	555,311	708,235
Administrative expenses	31,312	16,582
Total deductions	<u>586,623</u>	<u>724,817</u>
Net increase	1,694,108	613,408
Transfer to Haemonetics Puerto Rico, LLC Retirement Plan (see note 1)	2,775,985	—
Net assets available for benefits:		
Beginning of year	<u>10,914,239</u>	<u>10,300,831</u>
End of year	<u>\$ 9,832,362</u>	<u>10,914,239</u>

See accompanying notes to financial statements.

PALL RETIREMENT PLAN FOR PUERTO RICO EMPLOYEES
(Formerly known as Pall Section 1165(e) Retirement and Savings Plan for The
Puerto Rico Employees of The Pall Corporation)

Notes to Financial Statements

December 31, 2012 and 2011

(1) Description of Plan

The following description of the Pall Retirement Plan for Puerto Rico Employees (formerly known as Pall Section 1165(e) Retirement and Savings Plan for The Puerto Rico Employees of The Pall Corporation) (the Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

(a) General

The Plan is a defined contribution plan for nonunion employees who have completed three months of service with Pall Life Sciences Puerto Rico, LLC (the Company or the Plan Sponsor). The Plan was adopted by the Company and was effective as of July 1, 2000 and amended on January 1, 2011. The Plan is administered by a management committee appointed by Pall Corporation (the Parent Company of the Plan Sponsor). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. In April 2012, the Company sold one of its divisions to Haemonetics Corporation (the acquiring company). As a result of the sale, in August 2012, the accounts of all employees of such division were transferred out of the Plan to Haemonetics Puerto Rico, LLC Retirement Plan (an existing plan controlled by the acquiring company).

(b) Administration of the Plan

The Plan is administered by UBS Trust Company of Puerto Rico (the Trustee) under the terms of a trust agreement entered into between the Plan Sponsor and the Trustee.

The Plan requires that participants select the investment funds into which their accounts are invested. The participant may select from 18 investment funds for the years ended December 31, 2012 and December 31, 2011.

(c) Contributions

Participants may contribute, on either a pretax or after-tax basis, specified percentages of their compensation to the Plan, as defined, up to the before-tax contributions limit provided under Section 1165(e) of the Puerto Rico Internal Revenue Code of 1994 (PR Code), as amended. Act No. 186 of August 7, 2008 (Act 186) amended Section 1165(e) of the PR Code to gradually increase the maximum allowable contributions. Act No. 1 of January 31, 2011 increased the maximum allowable contributions for the years 2012 and 2013. Maximum allowable contributions are as follows:

	<u>Amount</u>
For tax years:	
Ending on December 31, 2012	\$ 13,000
Ending on December 31, 2013 and thereafter	15,000

Act No. 1 also eliminated the 10% of annual salary ceiling commencing with tax year 2011.

PALL RETIREMENT PLAN FOR PUERTO RICO EMPLOYEES
(Formerly known as Pall Section 1165(e) Retirement and Savings Plan for The
Puerto Rico Employees of The Pall Corporation)

Notes to Financial Statements

December 31, 2012 and 2011

Additionally, the Plan provides an employer-matching component. The employer matches 100% of the participant's contribution up to a maximum of 2.5% of the participant's compensation.

Any excess funds resulting from a forfeiture of all or any portion of the account of a participant or former participant under circumstances that do not entitle the participant, former participant, his/her spouse, or beneficiary to the full amount of his/her account under the plan agreement, shall not be applied to increase the benefits payable to any other participant, spouse, or beneficiary, but shall remain in the trust fund and shall have the effect of reducing the amount of any subsequent contributions to the Plan by the Company.

(d) *Participant Accounts*

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution, (b) Plan earnings (losses), and (c) expenses. Allocations of the Plan's earnings (losses) are based on participant account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

(e) *Vesting*

Participants are immediately vested in their contributions, plus actual earnings thereon, and become vested in the Company contributions and earnings thereon, upon completion of three years of service.

(f) *Payment of Benefits*

On termination of service, a participant may elect to receive either a lump-sum amount equal to the vested portion in his or her account, or quarterly installments as well as monthly installments over an extended period. In addition, a participant may elect to receive a withdrawal in the event of financial hardship in accordance with the terms of the Plan.

(g) *Forfeited Accounts*

At December 31, 2012 and 2011, forfeited nonvested accounts totaled \$680 and \$4,690, respectively. These accounts will be used to reduce future employer contributions. No forfeited nonvested accounts were used to reduce employer contributions for the year ended December 31, 2012.

(h) *Administrative Expenses*

Administrative expenses are paid by the Plan if not paid by the Company. In 2012, the Plan and the Company paid and absorbed \$31,312 and \$44,860 in administrative expenses, respectively. In 2011, the Plan and the Company paid and absorbed \$16,582 and \$93,029 in administrative expenses, respectively.

(i) *Notes Receivable from Participants*

Participants may borrow against their vested account balance a minimum of \$500 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance, whichever is lower. The loans

PALL RETIREMENT PLAN FOR PUERTO RICO EMPLOYEES
(Formerly known as Pall Section 1165(e) Retirement and Savings Plan for The
Puerto Rico Employees of The Pall Corporation)

Notes to Financial Statements

December 31, 2012 and 2011

are secured by the balance in the participant account. The repayment period varies depending on the type of the loan. General-purpose loans must be repaid within a five-year period with longer repayment terms permitted for principal residence loans. Interest is charged at the "prime" rate plus one percent at the time the loan is made. Outstanding participants' loans as of December 31, 2012 and 2011 amounted to \$958,145 and \$1,369,323, respectively, at rates ranging between 4.25% and 9.25%.

(2) Summary of Significant Accounting Policies

(a) *Basis of Accounting*

The accompanying financial statements have been prepared on the accrual basis of accounting, in accordance with accounting principles generally accepted in the United States of America.

(b) *Use of Estimates*

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the Plan's management to make estimates and assumptions that affect the reported amounts of assets and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

(c) *Investments Valuation and Income Recognition*

The Plan's investments are stated at fair value based on quoted market values. Quoted market prices are used to value investments, including shares of investment securities.

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. For further discussion about the fair value of the Plan's investments, see note 4, Fair Value Measurements.

(d) *Notes Receivable from Participants*

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

(e) *Payment of Benefits*

Benefits are recorded when paid.

(f) *Risk and Uncertainties*

Participants may direct investment of their account balances in various types of investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such

PALL RETIREMENT PLAN FOR PUERTO RICO EMPLOYEES
(Formerly known as Pall Section 1165(e) Retirement and Savings Plan for The
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Notes to Financial Statements

December 31, 2012 and 2011

change could materially affect the amounts reported in the statements of net assets available for benefits.

(3) Information Certified by Custodian

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the U.S. Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Hand Benefits & Trust Company, the custodian of the Plan, has certified to the completeness and accuracy of all investment activity reflected on the accompanying statements of net assets available for benefits as of December 31, 2012 and 2011, and the related investment activity reflected in the statements of changes in net assets available for benefits for the years then ended, this note and that reflected on note 4.

The following table presents the fair values of investments and notes receivables from participants certified by the custodians as of December 31, 2012 and 2011:

	<u>2012</u>	<u>2011</u>
Shares in investment securities, at fair value:		
INVESCO Constellation Fund, 20,416 shares*	\$ 489,380	534,641
INVESCO International Growth F Fund, 48,866 shares*	1,409,300	1,481,456
INVESCO VK Amer Franchise A Fund, 83,350 shares*	1,052,705	1,127,397
Franklin Dynatech A Fund, 1,569 shares	52,124	19,883
JP Morgan Smart Retmt 2015 A Fund, 108 shares	1,745	5,127
JP Morgan Smart Retmt 2015 A Fund, 3,555 shares	57,764	40,779
JP Morgan Smart Retmt 2025 A Fund, 822 shares	13,576	7,916
JP Morgan Smart Retmt 2030 A Fund, 258 shares	4,141	11,059
JP Morgan Smart Retmt 2035 A Fund, 535 shares	8,127	296
JP Morgan Smart Retmt 2040 A Fund, 2,367 shares	38,034	19,927
JP Morgan Smart Retmt 2045 A Fund, 782 shares	11,950	2,998
JP Morgan Smart Retmt 2050 A Fund, 2,372 shares	36,214	4,080
Oppenheimer Equity Income A Fund, 1,225 shares	31,245	20,628
RS Value Fund, 804 shares	20,848	10,325
Federated Prime Cash Obligation Fund, 1,577,099 and 1,755,925 shares*	1,577,099	1,755,925
PIMCO Total Return Fund, 221,898 and 261,525 shares*	2,494,132	2,842,772
Dreyfus S&P 500 Fund, 39,833 and 46,724 shares*	1,529,982	1,605,913
Templeton Global Bond A Fund, 856 shares	11,457	8,869
229 in 2012 and 551 in 2011 participant loans at interest rates between 4.25% and 9.25% terms ranging from 1 to 5 years*	958,145	1,369,323
	<u>\$ 9,797,968</u>	<u>10,869,314</u>

* Represents investments over 5% of the Plan's net assets available for plan benefits.

PALL RETIREMENT PLAN FOR PUERTO RICO EMPLOYEES
(Formerly known as Pall Section 1165(e) Retirement and Savings Plan for The
Puerto Rico Employees of The Pall Corporation)

Notes to Financial Statements

December 31, 2012 and 2011

During 2012 and 2011, the Plan's investments in shares of investment securities (including gains and losses on investments bought and sold, as well as held during the year) appreciated/(depreciated) in value by \$730,983 and \$(540,725), respectively. Investment income from interest and dividends amounted to \$232,719 and \$445,045 for the years ended December 31, 2012 and 2011, respectively. Interest income from notes receivable from participants amounted to \$51,825 and \$44,675 for the years ended December 31, 2012 and 2011, respectively.

(4) Fair Value Measurements

The Plan utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible. The Company determines fair value based on assumptions that market participants would use in pricing an asset or liability in the principal or most advantageous market. When considering market participant assumptions in fair value measurements, the following fair value hierarchy distinguishes between observable and unobservable inputs, which are categorized in one of the following levels:

- Level 1 Inputs: Unadjusted quoted prices in active markets for identical assets or liabilities accessible to the reporting entity at the measurement date.
- Level 2 Inputs: Other than quoted prices included in Level 1 inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.
- Level 3 Inputs: Unobservable inputs for the asset or liability used to measure fair value to the extent that observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset or liability at measurement date.

The assets or liabilities 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.

PALL RETIREMENT PLAN FOR PUERTO RICO EMPLOYEES
(Formerly known as Pall Section 1165(e) Retirement and Savings Plan for The
Puerto Rico Employees of The Pall Corporation)

Notes to Financial Statements

December 31, 2012 and 2011

The following tables present the Plan's assets measured at fair value on a recurring basis at December 31, 2012 and 2011 as follows:

		Fair value measurements at reporting date using		
		Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
	December 31, 2012			
Assets:				
Mutual funds:				
Bond (a):				
PIMCO Total Return	\$ 2,494,132	2,494,132	—	—
Templeton Global Bond A	11,457	11,457	—	—
International equity (b):				
INVESCO International Growth	1,409,300	1,409,300	—	—
Equity (c):				
INVESCO Constellation	489,380	489,380	—	—
INVESCO VK Amer Franchise	1,052,705	1,052,705	—	—
Franklin Dynatech A	52,124	52,124	—	—
Oppenheimer Equity Income A	31,245	31,245	—	—
RS Value	20,848	20,848	—	—
Dreyfus S&P 500	1,529,982	1,529,982	—	—
Balanced (d):				
JP Morgan Smart Retmt 2015 A	1,745	1,745	—	—
JP Morgan Smart Retmt 2020 A	57,764	57,764	—	—
JP Morgan Smart Retmt 2025 A	13,576	13,576	—	—
JP Morgan Smart Retmt 2030 A	4,141	4,141	—	—
JP Morgan Smart Retmt 2035 A	8,127	8,127	—	—

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		Fair value measurements at reporting date using		
		Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
	December 31, 2012			
JP Morgan Smart Retmt 2040 A	\$ 38,034	38,034	—	—
JP Morgan Smart Retmt 2045 A	11,950	11,950	—	—
JP Morgan Smart Retmt 2050 A	36,214	36,214	—	—
Money market (e): Federated Prime Cash Obligation	1,577,099	1,577,099	—	—
	<u>\$ 8,839,823</u>	<u>8,839,823</u>	<u>—</u>	<u>—</u>

		Fair value measurements at reporting date using		
		Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
	December 31, 2011			
Assets:				
Mutual funds:				
Bond (a):				
PIMCO Total Return	\$ 2,842,772	2,842,772	—	—
Templeton Global Bond A	8,869	8,869	—	—
International equity (b):				
INVESCO International Growth	1,481,456	1,481,456	—	—
Equity (c):				
INVESCO Constellation	534,641	534,641	—	—
INVESCO VK Amer Franchise	1,127,397	1,127,397	—	—
Franklin Dynatech A	19,883	19,883	—	—

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		Fair value measurements at reporting date using		
		Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
	December 31, 2011			
Oppenheimer Equity				
Income A	\$ 20,628	20,628	—	—
RS Value	10,325	10,325	—	—
Dreyfus S&P 500	1,605,913	1,605,913	—	—
Balanced (d):				
JP Morgan Smart Retmt 2015 A	5,127	5,127	—	—
JP Morgan Smart Retmt 2015 A	40,779	40,779	—	—
JP Morgan Smart Retmt 2025 A	7,916	7,916	—	—
JP Morgan Smart Retmt 2030 A	11,059	11,059	—	—
JP Morgan Smart Retmt 2015 A	296	296	—	—
JP Morgan Smart Retmt 2015 A	19,927	19,927	—	—
JP Morgan Smart Retmt 2015 A	2,998	2,998	—	—
JP Morgan Smart Retmt 2015 A	4,080	4,080	—	—
Money market (e):				
Federated Prime Cash Obligation	1,755,925	1,755,925	—	—
	<u>\$ 9,499,991</u>	<u>9,499,991</u>	<u>—</u>	<u>—</u>

- (a) The mutual fund in this category primarily invests at least 65% of total assets in a diversified portfolio of fixed-income instruments of varying maturities, which may be represented by forwards or derivatives such as options, futures contracts, or swap agreements.
- (b) The mutual fund in this category primarily invests in equity securities of foreign issuers. It focuses on marketable equity securities of foreign companies that are listed on a recognized foreign or U.S. securities exchange or traded in a foreign or U.S. over-the-counter market.

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- (c) The mutual funds in this category primarily invest in equity securities of issuers of all market capitalizations including stocks in the S&P 500 Index and in futures whose performance is tied to the index and in companies with market capitalizations between \$1 billion and 120% of the market capitalization of the largest company included in the Russell Midcap Index.

Also, some funds invest at least 80% of net assets (plus borrowings for investment purposes) in equity securities. The funds may invest in other equity securities, such as preferred stocks, warrants, and securities convertible into common stocks.

- (d) The mutual fund invests in other J.P. Morgan Funds including fixed income funds, high yield and emerging markets debt funds, REIT funds, U.S. equity funds, international equity funds, commodities funds, and money market funds. It may also invest directly in securities and other financial instruments, including derivatives.
- (e) The mutual fund invests primarily in short-term, high-quality, fixed-income securities issued by banks, corporations, and the U.S. government, rated in the highest short-term category or of comparable quality.
- (f) The mutual fund in this category primarily invests at least 80% of net assets (plus borrowings for investment purposes) in securities of large capitalization issuers, which have a market capitalization, at the time of purchase, no smaller than the smallest capitalized issuer included in the Russell 1000 Index.

(5) Plan Termination

Although it has no 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 will become 100% vested in their employer contributions. Any unallocated assets of the Plan shall be allocated to participants accounts and distributed in such a manner as the Company may determine.

(6) Tax Status

On January 31, 2011, Act No. 1 of New PR Code was signed into law, which adopts new rules for qualified plans in Puerto Rico. The qualified plan provisions of the New PR Code are generally effective with respect to taxable years beginning after December 31, 2010. Among the most important changes in the New PR Code affecting the Plan are the following: (a) increase in limitation of deferred contributions by participants; (b) new definitions of highly compensated employee (HCE) and nonhighly compensated employee (NHCE); (c) the new definitions of HCE and NHCE will apply for purposes of the coverage test and general nondiscrimination test of all qualified plans in Puerto Rico; (d) limitation on annual contributions for defined contribution plans; (e) limit on annual compensation of a participant and; (f) statutory requirement for proof of exemption.

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The Puerto Rico Treasury Department has determined and informed the Company by determination letter dated December 23, 2011 that the Plan and related trust are designed in accordance with applicable provisions of the New PR Code and, therefore, are exempt from income taxes. In the opinion of the plan administrator, the Plan and its related trust are designed and are currently being operated within the terms of the Plan and remain qualified under the applicable provisions of the New PR Code.

U.S. generally accepted accounting principles require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

(7) 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:

		December 31	
		2012	2011
Net assets available for Plan benefits per financial statements	\$	9,832,362	10,914,239
Deemed distributions of notes receivable from participant		—	4,337
Net assets available for plan benefits per Form 5500	\$	<u>9,832,362</u>	<u>10,918,576</u>

The following is a reconciliation of benefits paid to participants per the financial statements for the years ended December 31, 2012 and 2011 to Form 5500:

		December 31	
		2012	2011
Benefits paid per the financial statements	\$	555,311	708,235
Deemed distributions of notes receivable from participant		(4,337)	—
Benefits paid per Form 5500	\$	<u>550,974</u>	<u>708,235</u>

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A note receivable from a participant is not recorded as a loan in Form 5500 if it is considered deemed distributed during the plan year. To be considered deemed distributed, the following circumstances must apply: (1) under the plan, the participant loan is treated as a directed investment solely of the participant's individual account; and (2) as of the end of the plan year, the participant is not continuing repayment under the loan. For the note receivable from participant of \$4,337, both circumstances apply.

(8) Prohibited Transaction – Participants' Contribution Remittances

In accordance with the Department of Labor's Regulation 2510.3-102, an employer is required to segregate participants' contributions from its general assets as soon as practical, but in no event more than 15th business day following the end of the month in which amounts are contributed by participants or withheld from their wages for a benefit plan such as the Plan. The Company failed to timely remit participants' contributions withheld in 12 payroll periods of the year ended December 31, 2012. The Company failed to timely remit participants' contributions withheld in 19 payroll periods of the year ended December 31, 2011. The Company failed to timely remit participants' contributions withheld in 14 payroll periods of the year ended December 31, 2010. In addition, the Company failed to timely remit participants' contributions withheld for one payroll period of the year ended December 31, 2009. The Company has agreed to absorb any costs incurred by the Plan as a result of the untimely remittances of the participants' contributions.

(9) Subsequent Events

The Plan has evaluated subsequent events from the date of the statements of net assets available for benefits through October 11, 2013, the date at which the financial statements were available to be issued.

PALL RETIREMENT PLAN FOR PUERTO RICO EMPLOYEES
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Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2012

(a)	(b) Identity of issuer, borrower, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
		Shares in investment securities:		
	INVESCO	INVESCO Constellation Fund, 20,416 shares	N/A	\$ 489,380
	INVESCO	INVESCO VK Amer Franchise A Fund, 83,350 shares	N/A	1,052,705
	INVESCO	INVESCO International Growth F Fund, 48,866 shares	N/A	1,409,300
	Federated	Federated Prime Cash Obligation Fund, 1,577,099 shares	N/A	1,577,099
	PIMCO	PIMCO Total Return Fund, 221,898 shares	N/A	2,494,132
	Franklin	Franklin Dynatech A Fund, 1,569 shares	N/A	52,124
	JP Morgan	JP Morgan Smart Retmt 2015 A Fund, 108 shares	N/A	1,745
	JP Morgan	JP Morgan Smart Retmt 2020 A Fund, 3,555 shares	N/A	57,764
	JP Morgan	JP Morgan Smart Retmt 2025 A Fund, 882 shares	N/A	13,576
	JP Morgan	JP Morgan Smart Retmt 2030 A Fund, 258 shares	N/A	4,141
	JP Morgan	JP Morgan Smart Retmt 2035 A Fund, 535 shares	N/A	8,127
	JP Morgan	JP Morgan Smart Retmt 2040 A Fund, 2,367 shares	N/A	38,034
	JP Morgan	JP Morgan Smart Retmt 2045 A Fund, 782 shares	N/A	11,950
	JP Morgan	JP Morgan Smart Retmt 2050 A Fund, 2,372 shares	N/A	36,214
	Oppenheimer	Oppenheimer Equity Income A Fund, 1,225 shares	N/A	31,245
	RS	RS Value Fund, 804 shares	N/A	20,848
	Dreyfus	Dreyfus S&P 500 Fund, 39,833 shares	N/A	1,529,982
	Templeton	Templeton Global Bond A Fund, 856 shares	N/A	11,457
*	Plan participants	229 notes receivable from participants at interest rates between 4.25% and 9.25% terms ranging from 1 to 5 years	—	958,145
		Total investments		\$ <u>9,797,968</u>

* Represents a party in interest.

N/A: Not applicable. Cost omitted for participant-directed investments.

Note: The data included above is based upon information that has been certified as complete and accurate by Hand Benefits & Trust Company, the custodian of the Plan, as permitted by 29 CFR 2520.103-8 of the U.S. Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

See accompanying independent auditors' report.

PALL RETIREMENT PLAN FOR PUERTO RICO EMPLOYEES
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Schedule H, Line 4a – Schedule of Delinquent Participant Contributions

Year ended December 31, 2012

Year	Participant contributions transferred late to the plan	Total that constitute nonexempt prohibited transactions			Total fully corrected under VFCP and PTE 2001-51
		Contributions not corrected	Contributions corrected outside VFCP	Contributions pending correction in VFCP	
2012	\$ 654,315	654,315	—	—	—
2011	966,439	966,439	—	—	—
2010	863,405	863,405	—	—	—
2009	92,155	92,155	—	—	—
	<u>\$ 2,576,314</u>	<u>2,576,314</u>	<u>—</u>	<u>—</u>	<u>—</u>

See accompanying independent auditors' report.

Schedule H, Line 4a
Schedule of Late Participant Contributions

Name of Plan:

► **Pall Retirement Plan for Puerto Rico Employees**

Employer Identification No.: ► **66-0676343**

Plan year (beginning/ending): ► **1/1/2012-12/31/2012** Plan number: ► **001**

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ☒	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
\$2,576,314	\$2,576,314	\$0	\$0	\$0

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

Name of Plan:

► Pall Retirement Plan for Puerto Rico Employees

Employer Identification Number: ► 660676343

For plan year (beginning/ending): ► 01/01/2012-12/31/2012 Plan number: ► 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Dreyfus S&P 500 Index Fund	Registered Investment Company	**	1,529,982
	Employee Loans	Various rates and maturities	**	958,145
	Federated Prime Oblig SS	Registered Investment Company	**	1,577,099
	Franklin Dynatech A	Registered Investment Company	**	52,124
	Invesco Constellation	Registered Investment Company	**	489,380
	Invesco International Growth Fund	Registered Investment Company	**	1,409,300
	Invesco VK Amer Franchise	Registered Investment Company	**	1,052,705
	JP Morgan Smart Retmt 2015	Registered Investment Company	**	1,745
	JP Morgan Smart Retmt 2020	Registered Investment Company	**	57,764
	JP Morgan Smart Retmt 2025	Registered Investment Company	**	13,576
	JP Morgan Smart Retmt 2030	Registered Investment Company	**	4,141
	JP Morgan Smart Retmt 2035	Registered Investment Company	**	8,127
	JP Morgan Smart Retmt 2040	Registered Investment Company	**	38,034
	JP Morgan Smart Retmt 2045	Registered Investment Company	**	11,950
	JP Morgan Smart Retmt 2050	Registered Investment Company	**	36,214
	Oppenheimer Equity Income A	Registered Investment Company	**	31,245
	PIMCO Total Return Admin	Registered Investment Company	**	2,494,132
	RS Value Fund	Registered Investment Company	**	20,848
	Templeton Global Bond	Registered Investment Company	**	11,457