

<div>Form 5500</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Annual Return/Report of Employee Benefit Plan</div> <div>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), and 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ Complete all entries in accordance with the instructions to the Form 5500.</div>	<div>OMB Nos. 1210-0110 1210-0089</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
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Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009	
A	This return/report is for: <div><div>☐ a multiemployer plan;</div><div>☒ a single-employer plan;</div><div>☐ a multiple-employer plan; or</div><div>☐ a DFE (specify) ____</div></div>
B	This return/report is: <div><div>☐ the first return/report;</div><div>☐ the final return/report;</div><div>☐ an amended return/report;</div><div>☐ a short plan year return/report (less than 12 months).</div></div>
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: <div><div>☐ Form 5558;</div><div>☐ automatic extension;</div><div>☐ the DFVC program;</div><div>☐ special extension (enter description)</div></div>

Part II	Basic Plan Information—enter all requested information
1a	Name of plan ACME BRICK COMPANY PENSION PLAN
1b	Three-digit plan number (PN) ▶ 001
1c	Effective date of plan 01/01/1976
2a	Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) ACME BUILDING BRANDS, INC. P. O. BOX 425 FORT WORTH, TX 76101-0425 3024 ACME BRICK PLAZA FORT WORTH, TX 76109 FORT WORTH, TX 76101-0425
2b	Employer Identification Number (EIN) 75-2864968
2c	Sponsor's telephone number 817-336-5125
2d	Business code (see instructions) 327900

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.	07/21/2010	JEANETTE BERRY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	07/21/2010	JUDY B. HUNTER
	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

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") RETIREMENT COMMITTEE JEANETTE BERRY P. O. BOX 425 FORT WORTH, TX 76101-0425	3b Administrator's EIN 75-1520693 <hr/> 3c Administrator's telephone number 817-390-2474
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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 <hr/> 4c PN
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5 Total number of participants at the beginning of the plan year	5	3933
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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	1516
b Retired or separated participants receiving benefits.....	6b	854
c Other retired or separated participants entitled to future benefits.....	6c	1288
d Subtotal. Add lines 6a , 6b , and 6c	6d	3658
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	269
f Total. Add lines 6d and 6e	6f	3927
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	127

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 1A 1G 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic 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
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
 (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
 (3) ☒ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

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

<div>SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Single-Employer Defined Benefit Plan Actuarial Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).</div> <div>File as an attachment to Form 5500 or 5500-SF.</div>	<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009	
Round off amounts to nearest dollar.	
Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.	
A Name of plan ACME BRICK COMPANY PENSION PLAN	B Three-digit plan number (PN) 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF ACME BUILDING BRANDS, INC.	D Employer Identification Number (EIN) 75-2864968
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information	
1	Enter the valuation date: Month 01 Day 01 Year 2009	
2	Assets:	
a	Market value	2a 98025132
b	Actuarial value	2b 107827645
3	Funding target/participant count breakdown	(1) Number of participants (2) Funding Target
a	For retired participants and beneficiaries receiving payment	3a 1069 45006708
b	For terminated vested participants	3b 1198 12077624
c	For active participants:	
(1)	Non-vested benefits	3c(1) 2699290
(2)	Vested benefits	3c(2) 36892275
(3)	Total active	3c(3) 1768 39591565
d	Total	3d 4035 96675897
4	If the plan is at-risk, check the box and complete items (a) and (b) ☐	
a	Funding target disregarding prescribed at-risk assumptions	4a
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b
5	Effective interest rate	5 6.44 %
6	Target normal cost	6 2828017

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	05/10/2010
Signature of actuary BRUCE R. NORDSTROM, ASA, EA, MAAA	Date 08-05871
Type or print name of actuary AGP BENEFIT PARTNERS	Most recent enrollment number 214-526-2377
Firm name 9400 N. CENTRAL EXPWY. SUITE 1400 DALLAS, TX 75231-5027	Telephone number (including area code)
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

Part II Beginning of year carryover and prefunding balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	0	0
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9 Amount remaining (Item 7 minus item 8).....	0	0
10 Interest on item 9 using prior year's actual return of <u>-20.71</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		
b Interest on (a) using prior year's effective rate of <u>6.00</u> %		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance.....		0
12 Reduction in balances due to elections or deemed elections.....	0	0
13 Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	0	0

Part III Funding percentages		
14 Funding target attainment percentage.....	14	111.54 %
15 Adjusted funding target attainment percentage.....	15	111.54 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	135.44 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ►			18(b)	0	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contribution from prior years.....	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	0
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☒ No	
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No	
c If 20a is "Yes," see instructions and complete the following table as applicable:		

Liquidity shortfall as of end of Quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: 5.64 %	2nd segment: 6.40 %	3rd segment: 6.56 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 0
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☒ Prescribed - combined ☐ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	0
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....	34	0
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	0
36 Additional cash requirement (item 34 minus item 35).....	36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	0
38 Interest-adjusted excess contributions for current year (see instructions).....	38	0
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

<div>SCHEDULE D</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009					
A Name of plan ACME BRICK COMPANY PENSION PLAN				B Three-digit plan number (PN) ▶ 001	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 ACME BUILDING BRANDS, INC.				D Employer Identification Number (EIN) 75-2864968	
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: ACME BRICK COMPANY PENSION TRUST					
b Name of sponsor of entity listed in (a): ACME BUILDING BRANDS, INC.					
c EIN-PN 75-2864968-005		d Entity code M		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 109227088	
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:					
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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:					
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c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
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c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
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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)	
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a Name of MTIA, CCT, PSA, or 103-12 IE:					
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b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
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b Name of sponsor of entity listed in (a):					
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c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
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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	

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

<div>SCHEDULE H</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Financial Information</div> <div>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).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan ACME BRICK COMPANY PENSION PLAN		B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 ACME BUILDING BRANDS, INC.		D Employer Identification Number (EIN) 75-2864968

Part I

Asset and Liability Statement

1

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(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)		
(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)	98025132	109227088
(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)		
(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	98025132	109227088

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	98025132	109227088
---	-----------	----------	-----------

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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)		
(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)		0

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)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0

(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)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(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

		(a) Amount	(b) Total
2b (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
(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)		16792643
(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)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		16792643

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	5590687	
(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)		5590687
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		0
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		5590687

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		11201956
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: WHITLEY PENN LLP

(2) EIN: 75-2393478

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 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 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.).....		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.).....		X	
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		2000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

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

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

5b(1) Name of plan(s)

5b(2) EIN(s)

5b(3) PN(s)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

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
		2009
		This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan <u>ACME BRICK COMPANY PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ACME BUILDING BRANDS, INC.</u>	D Employer Identification Number (EIN) <u>75-2864968</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>75-1866327</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	<u>49</u>

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	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 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(es). If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2009
v.092308.1

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 items 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 items 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 items 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 items 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 items 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 items 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 item 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 items (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: 71% Investment-Grade Debt: 3% High-Yield Debt: 18% Real Estate: 0% Other: 8%

- 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 item 19(b)?

☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

REPORT OF INDEPENDENT AUDITORS

To the Retirement Committee of the
Acme Brick Company Pension Plan

We have audited the accompanying statements of net assets available for benefits of the Acme Brick Company Pension Plan as of December 31, 2009 and 2008, and the related statements of changes in net assets available for benefits for the years then ended, and the statements of accumulated plan benefits as of January 1, 2009 and 2008, and the related statement of changes in accumulated plan benefits for the period from January 2, 2008 through January 1, 2009. These financial statements are the responsibility of the Plan's management. 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. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. An audit includes consideration of internal control over financial reporting as a basis for designing 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 over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements, referred to above, of the Acme Brick Company Pension Plan as of December 31, 2009 and 2008 and January 1, 2009 and for the years ended December 31, 2009 and 2008 and the period from January 2, 2008 through January 1, 2009 present fairly, in all material respects, the financial status of the Acme Brick Company Pension Plan as of December 31, 2009 and 2008 and January 1, 2009, and changes in its financial status for the years ended December 31, 2009 and 2008 and the period from January 2, 2008 through January 1, 2009 in conformity with accounting principles generally accepted in the United States of America.



Fort Worth, Texas
July 1, 2010



**ACME BRICK COMPANY
PENSION PLAN**

FINANCIAL STATEMENTS

**Years Ended December 31, 2009 and 2008
with Report of Independent Auditors**

ACME BRICK COMPANY PENSION PLAN

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Report of Independent Auditors

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Notes to Financial Statements

Note: Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because all of the investments are held in a master trust.

REPORT OF INDEPENDENT AUDITORS

To the Retirement Committee of the
Acme Brick Company Pension Plan

We have audited the accompanying statements of net assets available for benefits of the Acme Brick Company Pension Plan as of December 31, 2009 and 2008, and the related statements of changes in net assets available for benefits for the years then ended, and the statements of accumulated plan benefits as of January 1, 2009 and 2008, and the related statement of changes in accumulated plan benefits for the period from January 2, 2008 through January 1, 2009. These financial statements are the responsibility of the Plan's management. 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. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. An audit includes consideration of internal control over financial reporting as a basis for designing 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 over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements, referred to above, of the Acme Brick Company Pension Plan as of December 31, 2009 and 2008 and January 1, 2009 and for the years ended December 31, 2009 and 2008 and the period from January 2, 2008 through January 1, 2009 present fairly, in all material respects, the financial status of the Acme Brick Company Pension Plan as of December 31, 2009 and 2008 and January 1, 2009, and changes in its financial status for the years ended December 31, 2009 and 2008 and the period from January 2, 2008 through January 1, 2009 in conformity with accounting principles generally accepted in the United States of America.



Fort Worth, Texas
July 1, 2010



ACME BRICK COMPANY PENSION PLAN

Statements of Net Assets Available for Benefits

	December 31,	
	2009	2008
Assets:		
Plan's interest in Acme Brick Company Pension Trust (a Master Trust):		
Investments, at fair value	\$ 108,698,581	\$ 97,023,104
Accrued interest and dividends receivable	528,507	1,002,028
Net assets available for benefits	<u>\$ 109,227,088</u>	<u>\$ 98,025,132</u>

Statements of Changes in Net Assets Available for Benefits

	Year Ended December 31,	
	2009	2008
Plan's interest in Acme Brick Company Pension Trust investment income:		
Interest and dividends	\$ 4,564,446	\$ 6,207,612
Net appreciation (depreciation) in fair value of investments	12,628,522	(32,052,411)
Benefit and withdrawal payments	(5,590,687)	(4,832,927)
Administrative expenses	<u>(400,325)</u>	<u>(384,918)</u>
Net increase (decrease) in net assets available for benefits	11,201,956	(31,062,644)
Net assets available for benefits at beginning of year	98,025,132	129,087,776
Net assets available for benefits at end of year	<u>\$ 109,227,088</u>	<u>\$ 98,025,132</u>

See accompanying notes.

ACME BRICK COMPANY PENSION PLAN

Statements of Accumulated Plan Benefits

	January 1,	
	2009	2008
Actuarial present value of accumulated plan benefits:		
Vested benefits:		
Participants currently receiving payments	\$ 40,025,618	\$ 41,393,880
Other participants	59,382,759	50,958,837
Total vested benefits	99,408,377	92,352,717
Nonvested benefits	2,824,903	2,735,964
Total actuarial present value of accumulated plan benefits	<u>\$ 102,233,280</u>	<u>\$ 95,088,681</u>

Statement of Changes in Accumulated Plan Benefits Period from January 2, 2008 through January 1, 2009

Actuarial present value of accumulated plan benefits at January 2, 2008	\$ 95,088,681
Increase (decrease) during the year attributable to:	
Benefits accumulated, experience loss and change in assumptions	6,417,193
Increase for interest due to decrease in discount period	5,560,333
Benefits paid	<u>(4,832,927)</u>
Net increase in actuarial present value of accumulated plan benefits	<u>7,144,599</u>
Actuarial present value of accumulated plan benefits at January 1, 2009	<u>\$ 102,233,280</u>

See accompanying notes.

Acme Brick Company Pension Plan

Notes to Financial Statements

Years Ended December 31, 2009 and 2008

1. Description of plan

The following brief description of the Acme Brick Company Pension Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

The Plan is a defined benefit plan covering substantially all employees of Acme Brick Company (the “Company”), except certain employee groups including employees subject to collective bargaining agreements for which separate pension plans are maintained and certain commissioned salesmen. The Company contributes such amounts as are deemed necessary on an actuarial basis to provide the Plan with assets sufficient to meet the benefits paid to Plan participants. The Plan is subject to the Employee Retirement Income Security Act of 1974 (“ERISA”).

Employees with at least five years of vested service are entitled to pension benefits beginning at normal retirement age of 65. The annuity, payable for life with a minimum of 60 monthly payments, is equal to:

- a. 1 1/4% of pre-1976 average monthly compensation multiplied by the number of years of benefit service in the period prior to January 1, 1976, plus
- b. 1 1/4% of post-1976 average monthly compensation multiplied by the number of years of benefit service in the period after January 1, 1976, minus
- c. 1 1/4% of primary Social Security benefit multiplied by the number of years of benefit service, limited to 40 years.
- d. The amount that accrues after December 31, 1993 will be determined by taking into account compensation for any calendar year (whether before or after such date) of no more than \$150,000 (or such larger amount as allowed under of the Internal Revenue Code (the “Code”) section 401(a)(17)). This will be accomplished for an employee whose compensation for any such year prior to such date exceeded \$150,000 by deeming (a) and (b) above at any time after such date to be equal to the sum of (1) and (2) below:
 1. The amount under (a) and (b) above determined as of December 31, 1993 by taking into account compensation for 1993 and any prior year of no more than allowed for 1993 under Code section 401(a)(17).
 2. The amount that would be applicable for (a) and (b) above as of employee’s date of retirement if (i) the employee’s compensation taking into account is limited as described above, and (ii) the employee’s benefit service taken into account is only that accrued after December 31, 1993.

The minimum benefit is equal to \$7 per month for each year of benefit service. Employees may elect to receive the value of their accumulated plan benefits in one of several forms of annuities or a lump-sum distribution upon retirement or termination.

Acme Brick Company Pension Plan

Notes to Financial Statements - continued

The Plan permits early retirement at ages 55 through 64, provided the employee has completed five years of vested service. In such case and at the request of the employee, a reduced pension may be payable immediately. The reduction is five twelfths of one percent (0.416%) for each month for which the starting date of pension payments precedes the employee's normal retirement date.

If an active employee dies prior to age 65 and has completed five years of vesting service, the surviving spouse shall receive a life annuity equal to 50% of the pension the employee would have received under the provisions of the early retirement benefit, not reduced for early commencement. If an active employee dies after age 65 and has completed five years of vested service, the surviving spouse shall receive a life annuity equal to 50% of the pension the employee would have received had the employee retired on the date of his death. Disability benefits will be paid at any age, provided the employee has completed ten years of vested service, retires because of total and permanent disability, and is eligible to receive Federal Social Security Disability Benefits. Generally, disability benefits are paid for life as computed under the early retirement benefit provisions of the Plan, not reduced for early commencement.

If an employee terminates before rendering five years of service, they forfeit the right to receive the portion of their accumulated plan benefits attributable to the Company's contribution.

While the Company has not expressed any intent to discontinue its contributions, it is free to do so under the terms of the Plan at any time, subject to the provisions of ERISA. If such discontinuance were to result in termination of the Plan:

- a. The net assets shall be distributed among the participants and beneficiaries based upon proportionate interests as determined on an actuarial basis as prescribed by the Plan.
- b. Under the provisions of ERISA, unfunded vested benefits becoming vested by virtue of termination of the Plan, are payable, up to specified limitations, to participants by the Pension Benefit Guaranty Corporation (the "PBGC").

2. Summary of significant accounting policies

Basis of accounting

The financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

Investments

Investments of the Plan are held in the Acme Brick Company Pension Trust (the "Trust"), which is a master trust that also holds assets of the Acme Brick Company Union Pension Plan for Employees Represented by the United Steel, Paper & Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers International Union (USW), Local No. 602 of Perla, Arkansas and the Acme Brick Company Union Pension Plan for Employees Represented by the International Brotherhood of Teamsters, Chauffeurs, Warehousemen and Helpers of America, Local Union No. 5 of Baton Rouge, Louisiana. Such investments are stated at

Acme Brick Company Pension Plan

Notes to Financial Statements - continued

redemption value or fair value using quoted prices in an active market to the extent available. Investments in common stocks and bonds are valued based on published market prices, which represent the net asset value of the underlying shares. Investments in cash and cash equivalents are stated at cost, which approximates fair value. Investments in mineral properties are carried at their lease bonus value until the mineral properties become producing.

Purchases and sales of securities are recorded on the trade date. Gains or losses on sales of securities are based upon the average cost of securities. Dividend income is recorded on the ex-dividend date. Interest income is recorded on the accrual basis.

The Trust invests in a variety of stocks, bonds, fixed-income securities, mutual funds, and other 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 changes could materially affect participants account balances and the amount reported in the Plan's financial statements.

Actuarial present value of accumulated plan benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits under the Plan are based on five consecutive calendar years that occurred within the last ten completed calendar years of employment that yielded the highest average compensation. The accumulated plan benefits for active employees are based on their average compensation during the five years ending on the date as of which the benefit information is presented. Benefits payable under all circumstances-retirement, death, disability, and termination of employment-are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated plan benefits is determined by the actuarial firm Benefit Partners, Inc. by applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment. The significant actuarial assumptions used in the valuations as of January 1, 2009 and 2008, include segment interest rates for target funding liability purposes, mortality basis (Internal Revenue Service ("IRS") 2009 Combined Static Mortality Table and IRS 2008 Combined Static Mortality Table, respectively) and date of retirement (age 65 with five years of participation or present age, if greater). The segment interest rates for 2009 have been changed to 5.64% for the first 5 years, 6.40% for the next 15 years and 6.56% for the rest of the period. The 2008 segment interest rates were 5.72% for the first 5 years, 5.92% for the next 15 years and 6.09% for the rest of the period. As of January 1, 2009, the actuarial asset valuation method was changed from market value to the 3-year smoothing asset method. Initially, 50% of the prior year's gain/(loss) was recognized. The gain/(loss) is the difference between the actual and expected return on the market value of assets. The 2008 actuarial value of assets was equal to the market value of assets as of the first day of the plan year, plus any appropriate receivable employer contributions attributable to the prior plan year.

Acme Brick Company Pension Plan

Notes to Financial Statements - continued

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

Benefit payments

Benefit payments to participants are recorded upon distribution.

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts of assets and liabilities, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from these estimates.

Recently issued accounting pronouncements

In June 2009, the Financial Accounting Standards Board ("FASB") issued a standard which established the FASB Accounting Standards Codification ("Codification") as the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements in conformity with accounting principles generally accepted in the United States of America. The Codification was effective for financial statements issued for annual periods ending after September 15, 2009, and was adopted by the Plan during the year ended December 31, 2009. Adoption of this standard did not impact the Plan's financial statements.

On December 31, 2009, the Plan adopted the FASB amendments to general standards on accounting for and disclosures of events that occur after the statement of financial position dates but before financial statements are issued or are available to be issued. The adoption of this guidance did not impact the Plan's financial statements. See Note 8, Subsequent Events.

3. Investments (unaudited)

JPMorgan Chase Bank, N.A., the Trustee of the Plan, holds the Plan's investments and executes all investment transactions under a nondiscretionary trust agreement dated January 1, 1986. All investment information disclosed in the accompanying financial statements, including investments (\$108,698,581 and \$97,023,104, respectively) and accrued interest and dividend receivable (\$528,507 and \$1,002,028, respectively) at December 31, 2009 and 2008, net appreciation (depreciation) in fair value of investments (\$12,628,522 and \$(32,052,411), respectively), and interest and dividends (\$4,564,446 and \$6,207,612), respectively for the years ended December 31, 2009 and 2008, was obtained or derived from information supplied to the Plan Administrator by the Trustee.

Acme Brick Company Pension Plan

Notes to Financial Statements - continued

Investments held by the Plan consist of a share of the assets of the Trust. Investments held by the Trust at December 31, 2009 and 2008, are summarized as follows based on information provided by the Trustee.

	2009		2008	
	Cost	Fair Value	Cost	Fair Value
Common stocks	\$ 88,555,638	\$ 71,917,419	\$ 87,492,471	\$ 68,973,359
Bonds:				
Government	2,511,437	2,747,682	2,959,025	3,078,360
Corporate	13,750,000	13,414,250	26,581,000	17,824,250
Mineral properties	1	-	1	46,075
Cash and cash equivalents	21,503,984	21,506,267	7,801,126	7,801,126
	<u>\$ 126,321,060</u>	<u>\$ 109,585,618</u>	<u>\$ 124,833,623</u>	<u>\$ 97,723,170</u>

The Plan's interest in the fair value of the Trust investments is approximately 99% of the Trust's net assets as of December 31, 2009 and 2008. Interest and dividend income earned by the Trust amounted to approximately \$4,599,011 and \$6,250,690 for the years ended December 31, 2009 and 2008, respectively.

Net investment income and gains and losses on investments are generally allocated to the plans in the ratio of beginning of the year net assets of the Plan, less average benefit payments, to the total beginning of the year net assets of the Trust, less average benefit payments. Contributions and benefit payments are allocated to each plan based on specific identification.

During 2009 and 2008, the investments of the Trust, including those bought, sold or held during the year, appreciated (depreciated) in value as follows:

	2009	2008
Common stocks	\$ 1,880,844	\$ (21,557,887)
Bonds:		
Government	112,351	(27,356)
Corporate	10,774,750	(10,730,800)
Limited partnership interest	-	596,532
Mineral properties	(46,075)	46,074
Cash and cash equivalents	2,283	-
	<u>\$ 12,724,153</u>	<u>\$ (1,590,070)</u>

4. Fair value measurements

FASB Accounting Standards Codification ("ASC") Topic No. 820, *Fair Value Measurements*, defines fair value as 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 and establishes a three-tier hierarchy that is used to identify assets and liabilities measured at fair value. The hierarchy focuses on the inputs used to measure fair value and requires that the lowest level input be used. The three levels defined in FASB ASC Topic No. 820 are as follows:

- Level 1 — observable inputs that are based upon quoted market prices for identical assets or liabilities within active markets.
- Level 2 — observable inputs other than Level 1 that are based upon quoted market prices for similar assets or liabilities, based upon quoted prices within inactive markets, or inputs other than quoted market prices that are observable through market data for substantially the full term of the asset or liability.

Acme Brick Company Pension Plan

Notes to Financial Statements - continued

- Level 3 — inputs that are unobservable for the particular asset or liability due to little or no market activity and are significant to the fair value of the asset or liability. These inputs reflect assumptions that market participants would use when valuing the particular asset or liability.

FASB ASC Topic No. 820 requires that we describe the methodologies used to measure the fair value of assets and liabilities. These methodologies were consistently applied to all assets and liabilities carried as of December 31, 2009 and 2008. We have described below the methodology used to measure each major category of assets and liabilities. There have been no changes in the methodologies used at December 31, 2009 and 2008.

Common stocks

Common stocks are valued at the closing price reported on the major market on which the individual securities are traded. All common stocks are classified within level 1 of the valuation hierarchy.

Corporate debt instruments and U.S. government agency obligations

These investments are valued at the closing price reported on the major market on which the individual securities are traded. The investments are classified within level 1 of the valuation hierarchy.

Mineral properties

Investments in mineral properties are mineral rights stated at fair value of the lease bonus until the property becomes producing as determined by the JPMorgan Chase Bank, N.A. National Oil, Gas and Mineral Management department. The investments are classified within level 3 of the valuation hierarchy.

Cash and cash equivalents (money market funds)

These investments are carried at amortized cost which approximates fair value. The investments are classified within level 2 of the valuation hierarchy.

The following table presents the financial instruments held by the Trust, carried at fair value as of December 31, 2009 and 2008, by FASB ASC Topic No. 820 valuation hierarchy (as described above).

Assets at Fair Value as of December 31, 2009

	Level 1	Level 2	Level 3
Common stocks	\$ 71,917,419	\$ -	\$ -
Bonds:			
Government	2,747,682	-	-
Corporate	13,414,250	-	-
Mineral properties	-	-	-
Cash and cash equivalents	-	21,506,267	-
	<u>\$ 88,079,351</u>	<u>\$ 21,506,267</u>	<u>\$ -</u>

Assets at Fair Value as of December 31, 2008

	Level 1	Level 2	Level 3
Common stocks	\$ 68,973,359	\$ -	\$ -
Bonds:			
Government	3,078,360	-	-
Corporate	17,824,250	-	-
Limited partnership interest	-	-	-
Mineral properties	-	-	46,075
Cash and cash equivalents	-	7,801,126	-
	<u>\$ 89,875,969</u>	<u>\$ 7,801,126</u>	<u>\$ 46,075</u>

Acme Brick Company Pension Plan

Notes to Financial Statements - continued

The table below sets forth a summary of changes in the fair value of the Trust's level 3 assets for the year ended December 31, 2009:

	Level 3 Inputs
	Mineral Properties
Balance as of December 31, 2007	\$ 1
Gains	46,074
Balance as of December 31, 2008	46,075
Losses	(46,075)
Balance as of December 31, 2009	\$ -

5. Funding policy

The Company's policy is to meet all regulatory minimum-funding requirements and to fund the amortization of each element of any unfunded accrued liability over twenty years from the date of establishment. No minimum-funding contributions were required for the years ended December 31, 2009 and 2008.

6. Income tax status

The Plan has received a determination letter from the IRS dated May 29, 2002, stating that the Plan is qualified under Section 401(a) of the Code and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan received an updated letter subsequent to year end on February 18, 2010 stating that the Plan is qualified under Section 401(a) of the Code.

7. Administrative expenses

One employee of the Company performs certain administrative expenses for the Trust. The Trust reimburses the Company for such services which amounted to approximately \$40,000 and \$41,000 in 2009 and 2008, respectively. Other employees also perform administrative functions for the Trust; however, these services are not reimbursed by the Trust.

8. Subsequent event

In preparing the Plan's financial statements, management of the Company has evaluated all subsequent events and transactions for potential recognition or disclosure through July 1, 2010, the date the financial statements were available for issuance.

Employees of Acme-Ochs Brick and Stone, Inc. ("Acme-Ochs") who meet the minimum age and participation service requirements of the Plan will become eligible to participate in the Plan beginning on January 1, 2010. Other employees of Acme-Ochs will become eligible to participate in the Plan beginning on the first entry date after January 1, 2010 in which the minimum age and participation service requirements are satisfied. Benefit and vesting service shall begin on the later of January 1, 2010 or date of employment for all employees. Employees of Acme-Ochs who terminated employment prior to January 1, 2010 shall not be eligible to participate in the Plan. If an employee originally employed by Acme-Ochs who is not already participating in the Plan transfers his employment to an Acme Brick location where employees participate in the Plan, then Benefit Service and Vesting Service, as defined, shall begin at the date of transfer, or January 1, 2010, if later. If an employee participating in the Plan transfers his employment to Acme-Ochs, then he continues to participate in the Plan and continues to accrue benefits while employed by the Employer.

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ File as an attachment to Form 5500 or 5500-SF.

OMB No. 1210-0110

2009**This Form is Open to Public
Inspection**

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

▶ Round off amounts to nearest dollar.

▶ Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

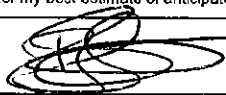
A Name of plan Acme Brick Company Pension Plan	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Acme Building Brands, Inc.	D Employer Identification Number (EIN) 75-2864968
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2009</u>		
2 Assets:		
a Market value.....	2a	98,025,132
b Actuarial value.....	2b	107,827,645
3 Funding target/participant count breakdown	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a 1,069	45,006,708
b For terminated vested participants.....	3b 1,198	12,077,624
c For active participants:		
(1) Non-vested benefits.....	3c(1)	2,699,290
(2) Vested benefits.....	3c(2)	36,892,275
(3) Total active.....	3c(3) 1,768	39,591,565
d Total.....	3d 4,035	96,675,897
4 If the plan is at-risk, check the box and complete items (a) and (b) ☐		
a Funding target disregarding prescribed at-risk assumptions.....	4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor.....	4b	
5 Effective interest rate.....	5	6.44 %
6 Target normal cost.....	6	2,828,017

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

**SIGN
HERE**

Signature of actuary

Bruce R. Nordstrom, ASA, EA, MAAA

Type or print name of actuary

AGP Benefit Partners

9400 N. Central Expwy.

Firm name

Suite 1400

Dallas

TX 75231-5027

Address of the firm

05/10/2010

Date

08-05871

Most recent enrollment number

(214) 526-2377

Telephone number (including area code)

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2009
v.092308.1

Part II Beginning of year carryover and prefunding balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	0	0
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9 Amount remaining (Item 7 minus item 8).....	0	0
10 Interest on item 9 using prior year's actual return of <u>(20.71)</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		0
b Interest on (a) using prior year's effective rate of <u>6.00</u> %		
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance.....		0
12 Reduction in balances due to elections or deemed elections.....	0	0
13 Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	0	0

Part III Funding percentages

14 Funding target attainment percentage.....	14	111.54 %
15 Adjusted funding target attainment percentage.....	15	111.54 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	135.44 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ▶			18(b)	0	18(c) 0

19 Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contribution from prior years.	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 0

20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☒ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No
c If 20a is "Yes," see instructions and complete the following table as applicable:	

Liquidity shortfall as of end of Quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:			
a Segment rates:	1st segment: 5.64 %	2nd segment: 6.40 %	3rd segment: 6.56 %
			☐ N/A, full yield curve used
b Applicable month (enter code)			21b 0
22 Weighted average retirement age			22 62
23 Mortality table(s) (see instructions) ☒ Prescribed - combined ☐ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	31	0
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33)	34	0
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	0
36 Additional cash requirement (item 34 minus item 35)	36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (item 19c)	37	0
38 Interest-adjusted excess contributions for current year (see instructions)	38	0
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	39	0
40 Unpaid minimum required contribution for all years	40	0

Schedule SB, Line 22 – Description of Weighted Average Retirement Age

Each employee is assumed to retire in accordance with the table of retirement rates. The number of employees expected to retire at each potential retirement age is shown below. The average retirement age is age 62.

(A) = Retirement Age	(B) = Number of Employees Expected to Retire	(A) x (B)
55	5.000	275.000
56	2.375	133.000
57	2.316	131.991
58	2.258	130.949
59	3.522	207.802
60	3.381	202.871
61	6.086	371.254
62	18.766	1,163.465
63	8.445	532.004
64	11.963	765.635
65	35.888	2,332.794
Total	100.000	6,246.765
Average		62.47

Plan Name: Acme Brick Company Pension Plan
EIN/PN: 75-2864968/001

Schedule SB, Line 26 – Schedule of Active Participant Data

Age	Attained Years of Credited Service										Total
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & Up	
0 - 24	0	49	3	0	0	0	0	0	0	0	52
		\$31,031	**								**
25 - 29	0	83	40	1	0	0	0	0	0	0	124
		\$33,313	\$34,558	**							**
30 - 34	0	67	61	24	2	0	0	0	0	0	154
		\$35,412	\$46,963	\$46,746	**						**
35 - 39	0	80	77	39	16	1	0	0	0	0	213
		\$35,870	\$44,263	\$54,774	**	**					\$43,153
40 - 44	0	79	73	45	43	17	3	0	0	0	260
		\$38,590	\$40,945	\$48,192	\$60,882	**	**				\$45,185
45 - 49	0	81	72	45	52	41	13	2	0	0	306
		\$38,480	\$41,815	\$55,415	\$46,690	\$61,809	**	**			\$48,456
50 - 54	0	60	61	51	33	22	24	18	1	0	270
		\$38,627	\$41,442	\$48,498	\$58,124	\$72,868	\$63,952	**	**		\$50,448
55 - 59	0	35	42	38	35	11	27	16	6	0	210
		\$41,508	\$42,431	\$44,891	\$43,265	**	\$69,629	**	**		\$51,032
60 - 64	0	17	32	25	22	12	9	19	9	0	145
		**	\$43,084	\$53,668	\$51,997	**	**	**	**		\$53,162
65 & Up	0	3	12	9	1	3	2	0	2	2	34
		**	**	**	**	**	**		**	**	\$47,985
TOTAL	0	554	473	277	204	107	78	55	18	2	1,768
		\$36,769	\$42,202	\$50,609	\$51,483	\$61,449	\$67,313	\$68,172	**	**	\$46,327

**Average compensation amounts above are omitted for cells that have 20 or fewer participants (and totals, if applicable for confidentiality purposes) as per Form 5500 Schedule B instructions.

In each cell above, the top number is the count of active participants for each age/service combination and the lower number is the average compensation of the active participants in that group.

Plan Name: Acme Brick Company Pension Plan
EIN/PN: 75-2864968/001

Schedule SB, line 25 - Change in Method

As of January 1, 2009, the actuarial asset valuation method has been changed from market value to the 3-year smoothing asset method. Initially, 50% of the prior year's gain/(loss) was recognized. The gain/(loss) is the difference between the actual and expected return on the market value of assets.

Beginning in 2010, the actuarial value of assets will be determined by subtracting from (or adding to) the current year-end market value the sum of the following:

- (i) $66\frac{2}{3}\%$ % of the gain (or loss) during the first year preceding the valuation date,
- (ii) $33\frac{1}{3}\%$ % of the gain (or loss) during the second year preceding the valuation date,

The result is constrained to be no more than 110% of market value of assets or less than 90% of market value of assets.

Schedule SB, Part V – Summary of Plan Provisions

Effective Date of Plan and Plan Year

The plan provisions used were based on the provisions of the plan as restated effective January 1, 1997. The latest plan amendment is effective July 1, 2007. The plan year is the calendar year.

Sponsoring Employer

Acme Brick Company.

Participation Requirements

Each Acme Brick Company employee is eligible to participate in the plan on the January 1st or July 1st after having attained the age of 21 and having worked at least 1,000 hours during the first 12 months of employment (or any subsequent calendar year). Employees in a collective bargaining unit which does not provide for coverage under this plan are excluded from participation.

Type of Plan

Self-administered, trustee defined benefit pension plan.

Contributions to the Plan

Employer contributions to the trust will be made in such amounts and at such times as are required to maintain the plan and trust in compliance with ERISA and IRC Section 412. Participant contributions are not required or permitted.

Benefit Service

Benefit service is the period of employment used in determining the amount of pension benefits. A full year of benefit service will be granted for each calendar year beginning in 1976 that an employee works or is paid for 2,080 hours or more of service. If less than 2,080 hours are worked, benefit service is granted at the rate of 1/2,080 for each hour of service (in a year in which an employee works at least 1,000 hours). Also, in the initial year of hire and the ultimate year of termination, partial benefit service will be granted for years in which fewer than 1,000 hours are worked. Benefit service for participants of the prior plan up to January 1, 1976 will be granted for all continuous, uninterrupted employment with the employer. Employees of Featherlite Corporation will receive benefit service under this plan from the later of their employment date and January 1, 1978. Employees of American Tile Supply will receive benefit service under this plan from the later of their employment date and January 1, 1996. Employees of Eureka Brick will receive benefit service under this plan as under their prior plan prior to acquisition by Acme Brick Company.

Vesting Service

Vesting service is the period of employment used in determining eligibility for benefits. A year of vesting service is granted for each calendar year beginning in 1976 in which an employee has completed 1,000 or more hours of service with an employer. Also, in the initial year of hire and the ultimate year of termination, partial vesting service will be granted for years in which fewer than 1,000 hours are worked. Vesting service for participants of the prior plan up to January 1, 1976 will be granted for all continuous, uninterrupted employment with the employer. Employees of American Tile Supply will receive vesting service under this plan from the later of their employment date and August 1, 1994. Employees of Eureka Brick will receive vesting service under this plan as under their prior plan prior to acquisition by Acme Brick Company.

Plan Compensation

Total compensation (Form W-2 or its equivalent) excluding 25% of commissions, annualized each year on the basis of benefit service. Compensation in excess of statutory maximum compensation limits (\$230,000 in 2008) is not considered.

Schedule SB, Part V – Summary of Plan Provisions (continued)

Average Compensation

Average monthly compensation is the result obtained by dividing the total compensation paid during a considered period by 12 times the number of years in the considered period. The considered period is the five consecutive calendar years of employment within the last ten completed calendar years of employment prior to the employee's retirement which yield the highest average.

Normal Retirement Benefit

Eligibility is the first day of the month coincident with or next following attainment of age 65 and completion of at least 5 years of vesting service, or 5 years of participation if earlier. The monthly benefit, payable for life with a minimum of 60 monthly payments, is equal to:

- 1.25% of average monthly compensation multiplied by the number of years of benefit service, minus
- 1.25% of the primary Social Security benefit multiplied by the number of years of benefit service, limited to 40 years.

The minimum benefit is equal to \$7 per month per year of benefit service.

Late Retirement Benefit

The benefit is determined as for normal retirement considering service and compensation up to actual retirement and primary Social Security calculated at actual retirement. Payments begin at actual retirement without actuarial increase because of age. In no event will this late retirement benefit be less than the actuarial equivalent of the normal retirement benefit.

Early Retirement Benefit

At or after age 55, provided the employee has completed at least 5 years of vesting service. The monthly annuity, payable at the employee's normal retirement date, is equal to the benefit as defined above for normal retirement using the number of years of benefit service the participant would have accumulated had his employment continued uninterrupted to normal retirement date, multiplied by a fraction, the numerator of which is equal to the number of years of benefit service accrued to date of retirement and the denominator of which is the number of years of benefit service the participant would have accumulated had his employment continued uninterrupted to normal retirement date. The participant may elect to start receiving benefits as early as his early retirement date. The monthly pension is reduced by 5% for each year ($1/240^{\text{th}}$ for each month) by which commencement of payments precedes normal retirement date.

Disability Benefit

At any age, provided the employee has completed at least 10 years of vesting service, retires because of total and permanent disability, and is eligible to receive federal Social Security disability benefits. The monthly annuity is payable on the first day of the month coinciding with or next following a 5-month waiting period. The benefit amount is computed as for early retirement, considering service and compensation to date of disability, but is unreduced for early commencement.

Termination Benefit

At any age, provided the employee has completed at least 5 years of vesting service. The monthly annuity is computed as for early retirement, considering service and compensation at termination. Payments will commence at normal retirement date, if the participant is living, although if requested, a reduced pension may be paid as early as age 55. The reduction for early commencement is the same as for early retirement.

Pre-Retirement Death Benefit

If a participant dies after becoming vested in any benefit, his spouse is eligible for a spouse's pension with payments commencing immediately. The monthly life only annuity will be equal to 50% of the pension the employee would have received under the provisions of the early retirement benefit, but unreduced for early payments.

Schedule SB, Part V – Summary of Plan Provisions (continued)

Optional Forms of Benefits

Automatic--If the participant is married on his benefit commencement date, a joint and 50% survivor annuity option will be payable, actuarially reduced. If the participant is not married on his benefit commencement date, a life only annuity with 60 monthly payments guaranteed, will be payable. Optional forms available include a joint and 100% survivor annuity, a joint and 75% survivor annuity, a life only annuity with 120 monthly payments guaranteed, and a lifetime only pension. Actuarial equivalent forms of payment are calculated using a 6½% interest rate and the 1975 Group Annuity Mortality Table using unisex rates of 50% male rates and 50% female rates.

Automatic Cash Out

Upon termination of service, if the lump sum value of the accrued benefit is less than \$5,000, the lump sum amount is paid as soon as practical after termination.

Expenses

Paid by the trust if not paid by the employer.

Company Transfers

If an employee transfers employment between employers who have adopted this plan, his coverage will continue unaffected by such transfer except that any pension to which he may later become entitled will be provided jointly by the plan accounts maintained for each of the employers for whom he was employed. The amount of his pension provided by any such plan account will be computed on the basis of the total benefit service under all plan accounts (excluding any overlap) with the amount so computed multiplied by the ratio that his benefit service under such plan account bears to his total benefit service under all such plan accounts.

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

Actuarial Assumptions

Mortality: The IRS 2009 Combined Static Mortality Table has been used.

Interest Rate for Target Funding Liability purposes: Segment rates (5.64% for the first 5 years, 6.40% for the next 15 years, and 6.56% for the rest of the period) have been used.

Compensation Increases: 4.0% per year compounded annually.

Social Security: 3.0% per year compounded annually assumed increases in cost-of-living and 4.0% per year compounded annually assumed increases in the national average wage index.

Marriage: It was assumed that 100% of all active and terminated employees are married to an eligible spouse. Wives are assumed to be 3 years younger than husbands.

Disability and Withdrawal Rates: Graduated rates (see table below for sample rates).

Attained Age	Rates per 100 Participants			
	Disability Rates		Withdrawal Rates	
	Salaried & Commissioned	Hourly	Salaried & Commissioned	Hourly
25	.03	.15	18.5	37.98
30	.07	.16	16.0	32.08
35	.12	.19	14.4	24.40
40	.18	.30	11.0	18.00
45	.28	.45	7.2	12.56
50	.48	.69	5.4	7.92
55	.87	1.19	4.4	4.08
60	1.38	1.80	0.0	.92

Retirement Rates: For employees eligible for retirement, assumed retirement rates are as follows:

Attained Age	Rates per 100 Participants
55	5.0
56-58	2.5
59-60	4.0
61	7.5
62	25.0
63	15.0
64	25.0
65	100.0

Assumed Age of Commencement for Deferred Vested Benefits: Age 65.

Form of Payment: Each participant not yet already in payment status is assumed to elect a lifetime annuity, with 60 monthly payments guaranteed.

Recognition of IRC Section 415 Limitations: The benefit limitations under IRC Section 415(b) have been reflected in the determination of plan costs.

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods (continued)

Asset Valuation Method

As of January 1, 2009, the actuarial asset valuation method has been changed from market value to the 3-year smoothing asset method. Initially, 50% of the prior year's gain/(loss) was recognized. The gain/(loss) is the difference between the actual and expected return on the market value of assets.

Beginning in 2010, the actuarial value of assets will be determined by subtracting from (or adding to) the current year-end market value the sum of the following:

- (i) 66⅔ % of the gain (or loss) during the first year preceding the valuation date,
- (ii) 33⅓ % of the gain (or loss) during the second year preceding the valuation date.

The result is constrained to be no more than 110% of market value of assets or less than 90% of market value of assets.

Valuation Procedures

We used employee and financial data submitted by the plan sponsor without further audit. This information would customarily not be verified by a plan's actuary. We have reviewed the information for internal consistency and we have no reason to doubt its substantial accuracy.

No actuarial accrued liability is included for participants who terminated non-vested prior to the valuation date.

The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.

Benefits were calculated based on actual compensation where available, with the valuation salary scale used to develop compensation for other years. However, no past, present, or future compensation in excess of IRC Section 401(a)(17) compensation limits were considered in the calculation of benefits.