

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2011
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>TEXAS TILE MANUFACTURING, LLC</u>	1b Three-digit plan number (PN) ▶ <u>001</u> 1c Effective date of plan <u>01/01/2006</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>TEXAS TILE MANUFACTURING, LLC</u> <u>1705 OLIVER STREET</u> <u>HOUSTON, TX 77007</u>	2b Employer Identification Number (EIN) <u>14-1935771</u> 2c Sponsor's telephone number <u>713-869-5811</u> 2d Business code (see instructions) <u>339900</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/15/2012</u>	<u>KIEN LUU</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
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3a Plan administrator's name and address (if same as plan sponsor, enter "Same") TEXAS TILE MANUFACTURING, LLC 1705 OLIVER STREET HOUSTON, TX 77007	3b Administrator's EIN 14-1935771 3c Administrator's telephone number 713-869-5811
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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 4c PN
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5 Total number of participants at the beginning of the plan year	5	144
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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	126
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	1
d Subtotal. Add lines 6a , 6b , and 6c	6d	127
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	127
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	96
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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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:

2E 2F 2G 2J 2K 2S 2T 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)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>TEXAS TILE MANUFACTURING, LLC</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TEXAS TILE MANUFACTURING, LLC</u>	D Employer Identification Number (EIN) <u>14-1935771</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FID.INV.INST.OPS.CO.

04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 65 37 60	RECORDKEEPER	5271	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation MSIF EMERGING MKTS P - MORGAN STANL 13-3799749		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.35%		
(a) Enter service provider name as it appears on line 2 FIDELITY INVESTMENTS INSTITUTIONAL		
(b) Service Codes (see instructions) 60		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation NB PARTNERS TRUST - STATE STREET BA 04-0025081		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.40%		
(a) Enter service provider name as it appears on line 2 FIDELITY INVESTMENTS INSTITUTIONAL		
(b) Service Codes (see instructions) 60		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation RS PARTNERS A - BOSTON FINANCIAL DA 04-2526037		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.55%		

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
WFA COMMON STOCK INV - BOSTON FINAN 04-2526037	0.55%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>TEXAS TILE MANUFACTURING, LLC</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>TEXAS TILE MANUFACTURING, LLC</u>	D Employer Identification Number (EIN) <u>14-1935771</u>	

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

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

c EIN-PN <u>04-3022712-024</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1088077</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>		
A Name of plan <u>TEXAS TILE MANUFACTURING, LLC</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TEXAS TILE MANUFACTURING, LLC</u>	D Employer Identification Number (EIN) <u>14-1935771</u>	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(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)	<u>204235</u>	<u>328411</u>
(9) Value of interest in common/collective trusts.....	1c(9)	<u>1181686</u>	<u>1088077</u>
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	<u>1644489</u>	<u>1632213</u>
(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	3030410	3048701

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		

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	3030410	3048701
---	-----------	---------	---------

Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	163957	
(B) Participants	2a(1)(B)	274636	
(C) Others (including rollovers)	2a(1)(C)	1786	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		440379
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)	18530	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		18530
(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)	53903	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		53903
(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)		

		(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)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		32102
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-122788
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		422126

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	434886	
(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)		434886
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)	126	
(4) Other	2i(4)	5295	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		5421
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		440307

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-18181
l Transfers of assets:			
(1) To this plan.....	2l(1)		36472
(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: HARPER & PEARSON CO. P.C.

(2) EIN: 74-1695589

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		2500000
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)

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 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
TEXAS TILE MANUFACTURING, LLC

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
TEXAS TILE MANUFACTURING, LLC

D Employer Identification Number (EIN)
14-1935771

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

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

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

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

EIN(s): 04-6568107

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

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

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☐ No ☐ N/A
If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a	
b Enter the amount contributed by the employer to the plan for this plan year	6b	
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c	

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

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

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

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

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

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

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

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

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

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

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

Schedule R (Form 5500) 2011
v.012611

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: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

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

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

**TEXAS TILE MANUFACTURING, LLC
(A 401(K) PLAN)**

FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

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INDEPENDENT AUDITOR'S REPORT

To the Participants and Administrative Committee of
Texas Tile Manufacturing, LLC
Houston, Texas

We were engaged to audit the accompanying statement of net assets in liquidation available for plan benefits of Texas Tile Manufacturing, LLC (a 401(K) Plan) (the Plan) as of December 31, 2011, the statement of net assets available for plan benefits as of December 31, 2010, and the related statement of changes in net assets in liquidation available for plan benefits for the year ended December 31, 2011 and the supplemental schedule of assets (held at end of year) as of December 31, 2011. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note C, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. The Plan Administrator has informed us that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained certifications from the trustee, as of and for the years ended December 31, 2011 and 2010, that the information provided to the Plan Administrator by the trustee is complete and accurate.

As discussed in Note A to the accompanying financial statements, the Plan Sponsor elected to terminate the Plan effective January 3, 2012. As a result, the Plan has changed its basis of accounting beginning January 1, 2011 from the going concern basis to the liquidation basis.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedule is presented for purposes of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with generally accepted auditing standards in the United States and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Harper & Pearson Company, P.C.

Houston, Texas
October 12, 2012

TEXAS TILE MANUFACTURING, LLC
STATEMENT OF NET ASSETS IN LIQUIDATION AVAILABLE FOR PLAN BENEFITS
DECEMBER 31, 2011

ASSETS

Investments at fair value:

Registered investment companies	\$ 1,632,213
Common/collective trust	<u>1,088,077</u>

Total Investments	<u>2,720,290</u>
-------------------	------------------

Receivables

Participants loans receivable	328,411
Employer contributions receivable	3,120
Employee contributions receivable	<u>4,744</u>

Total Receivables	<u>336,275</u>
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NET ASSETS AVAILABLE FOR PLAN BENEFITS AT FAIR VALUE	3,056,565
--	-----------

Adjustments from fair value to contract value for fully
benefit-responsive investment contracts

(26,836)

NET ASSETS IN LIQUIDATION AVAILABLE FOR PLAN BENEFITS	<u>\$ 3,029,729</u>
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TEXAS TILE MANUFACTURING, LLC
STATEMENT OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
DECEMBER 31, 2010

ASSETS

Investments at fair value:

Registered investment companies	\$ 1,644,489
Common/collective trust	<u>1,181,686</u>

Total Investments	<u>2,826,175</u>
-------------------	------------------

Receivables

Participants loans receivable	204,235
Employer contributions receivable	-
Employee contributions receivable	<u>-</u>

Total Receivables	<u>204,235</u>
-------------------	----------------

NET ASSETS AVAILABLE FOR PLAN BENEFITS AT FAIR VALUE	3,030,410
--	-----------

Adjustments from fair value to contract value for fully benefit-responsive investment contracts	<u>(9,608)</u>
--	----------------

NET ASSETS AVAILABLE FOR PLAN BENEFITS	<u>\$ 3,020,802</u>
--	---------------------

TEXAS TILE MANUFACTURING, LLC

STATEMENT OF CHANGES IN NET ASSETS IN LIQUIDATION AVAILABLE FOR PLAN BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2011

ADDITIONS ATTRIBUTED TO:

INVESTMENT INCOME (LOSS)

Net investment loss in registered investment companies	\$ (122,788)
Net investment gain from common/collective trust	14,874
Dividend income from registered investment companies	<u>53,903</u>

Total Investment Loss	(54,011)
-----------------------	----------

Interest income from participant loans	18,530
--	--------

CONTRIBUTIONS

Employer	167,077
Employees	279,380
Rollovers	<u>1,786</u>

TOTAL ADDITIONS	<u>412,762</u>
-----------------	----------------

DEDUCTIONS ATTRIBUTED TO:

Benefits paid to participants	434,886
Administrative expenses	<u>5,421</u>

TOTAL DEDUCTIONS	<u>440,307</u>
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NET DECREASE	(27,545)
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Transfer of assets to the plan	36,472
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NET ASSETS AVAILABLE FOR PLAN BENEFITS - Beginning	<u>3,020,802</u>
--	------------------

NET ASSETS IN LIQUIDATION AVAILABLE FOR PLAN BENEFITS - Ending	<u>\$ 3,029,729</u>
--	---------------------

NOTE A BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

General - The 401(k) plan, Texas Tile Manufacturing, LLC (the Plan), was adopted effective January 1, 2006 to establish a savings and investment plan for the exclusive benefit of the employees of the company Texas Tile Manufacturing, LLC (the Company, Plan Sponsor, and Plan Administrator) and their beneficiaries. The Plan is a defined contribution plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Basis of Presentation - The accompanying 2011 financial statements are prepared on the liquidation basis of accounting and the 2010 financial statements are prepared using the accrual method of accounting in accordance with accounting principles general accepted in the United States (GAAP). There are no significant differences between these two bases for the Plan. Benefits are recorded when paid. Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Estimates - The preparation of financial statements in conformity with GAAP requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

Risks and Uncertainties - The Plan provides for several investment options which are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the financial statements.

Notes Receivable from Participants - Loans to participants are reported as a receivable from participants at the unpaid principal balance plus any accrued but unpaid interest.

Valuation of Investments - Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In accordance with the policy of stating investments at fair value, net investment gain or loss is included in the carrying value of related investments in the statements of net assets in liquidation available for plan benefits and the changes in the net investment gain or loss are reflected in the statement of changes in net assets in liquidation available for plan benefits.

The statements of net assets in liquidation available for plan benefits present investment contracts at fair value as well as an additional line item showing an adjustment from fair value to contract value for fully benefit-responsive investment contracts. The statement of changes in net assets in liquidation available for plan benefits is presented on a contract value basis.

NOTE A BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

Benefit-Responsive Investment Contract - The Fidelity Managed Income Portfolio Fund invests primarily in asset-backed contracts that are fully benefit-responsive. These asset-backed contracts have two components: (1) a portfolio of securities or underlying assets and (2) a wrap contract. Pursuant to the contract, the issuer of the contract (wrap provider) undertakes to repay the principal amount deposited plus accrued interest less expenses to fund participant-directed withdrawals, transfers and loans. The crediting rate of the asset-backed contract is a function of the relationship between the market value, yield and duration of the underlying assets versus the contract value. If the positive adjustment for the portion of net assets attributable to fully benefit-responsive investment contracts from fair value to contract value increases, the crediting rate at the next reset date will be negatively impacted and vice versa. Interest rate change is a key factor that can influence future crediting rates because it impacts the value, yield and duration of the underlying securities.

The net weighted average yield earned, which is different from the interest rate credited to participants, by the entire fund was 1.92% and 2.68% for 2011 and 2010, respectively. The net weighted interest rate credited to participants in the fund was 1.39% and 1.44% for 2011 and 2010, respectively.

All of the asset-backed contracts held by the Fidelity Managed Income Portfolio Fund are fully participating contracts. In a fully participating contract, the asset and liability risks may be transferred from the wrap provider to the Fidelity Managed Income Portfolio Fund in the event of a termination or non-participant directed withdrawal, transfer or loan. The risk of this event happening is not probable. The wrap provider may terminate a fully benefit-responsive contract and settle at an amount different from the contract value if the wrap provider of Fidelity Managed Income Portfolio Fund is unable to meet the terms of the contract.

Federal Income Tax - The Company adopted a Prototype Non-Standardized Profit Sharing Plan with a deferral arrangement. The Prototype Non-Standardized Profit Sharing Plan received a favorable opinion letter from the Internal Revenue Service on October 9, 2003, which stated that the Plan and related trust, as amended, are designed in accordance with applicable sections of the Internal Revenue Code. The Plan has been amended since the favorable opinion letter was received. However, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code and therefore, believes that the Plan was qualified and the related trust was tax exempt as of the financial statement date.

The Plan believes that all significant tax positions utilized by the Plan will more likely than not be sustained upon examination. As of December 31, 2011, the tax years that remain subject to examination by the major tax jurisdictions under the statute of limitations are from the year 2008 forward (with limited exceptions). Tax penalties and interest, if any, would be accrued as incurred and would be classified as tax expense in the statement of changes in net assets in liquidation available for plan benefits.

NOTE B PLAN DESCRIPTION

The following description of the Plan provides only general information about the Plan. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

Participation - All employees are eligible to become a participant in the Plan on the first day of the month following their hire date.

Contributions - Participants may elect to make contributions to the Plan in an annual amount of 1% up to 60% of their eligible compensation. Eligible compensation in 2011 is limited to \$245,000. Contributions are made through authorized payroll reductions. These contributions by individual employees were limited to \$16,500 (participants under 50 years of age) and \$22,000 (participants 50 years of age or older) in 2010. This limitation is periodically adjusted to reflect cost-of-living increases.

Participants may elect to make an additional contribution, for a selected pay period or employer bonus, between 1% and 100% of gross pay but may not exceed 60% of total eligible compensation for the plan year.

During 2011, the Company elected to contribute a safe harbor 401(k) matching contribution equal to 100% of the first 3% of each eligible employee's compensation and 50% of the next 2% of eligible compensation. The Company may also make additional profit sharing and non-elective contributions, in an amount determined solely at the discretion of the Directors. Such additional discretionary contributions, if any, are allocated pro rata to all eligible participants based upon the proportion of the participant's compensation to the total compensation of all eligible participants. There were no discretionary contributions during the year ended December 31, 2011.

Each participant account is credited with the participant's contribution, the Company's contributions, and a pro rata share of the earnings of each fund in which the participant has invested.

Vesting - Participants are immediately vested in their salary reduction, rollover contributions, and all Company contributions plus actual earnings thereon.

Form of Benefits - The normal form of benefit payable under this Plan is a lump sum. For participants having attained age 70-1/2, minimum distribution requirements apply. Benefits are recorded when paid.

Participant Loans - Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan transactions are treated as a transfer between the investment fund and participant loans receivable. Loan terms range from 1 to 5 years or longer for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with prevailing rates. Interest rates on loans outstanding at December 31, 2011 were 4.25% to 8.5%.

Investments - Each participant directs the investment of their account into any of the investment options designated by the Plan Administrator.

NOTE B PLAN DESCRIPTION (CONTINUED)

Administration - The Company, as the Plan Administrator, may, at its discretion, pay the Plan's administrative expenses. Any Plan expenses not paid by the Company will be paid by the Plan. Substantially all Plan expenses were paid by the Company for 2011.

Plan Termination - Effective January 3, 2012, the Plan was terminated and all participants became fully vested in their accrued benefits as of the date of termination.

NOTE C INVESTMENTS AND CERTIFIED INFORMATION

Investments at December 31, 2011 and 2010 are recorded at fair value as certified by Fidelity Management Trust Company (Fidelity) as follows:

	<u>2011</u>	<u>2010</u>
Individual Investments Which Comprise 5% or More of Plan Net Assets		
Common/ Collective Trust		
Fidelity Managed Income Portfolio Fund	\$ 1,088,077	\$ 1,181,686
Registered Investment Companies		
Fidelity Freedom 2030 Fund	167,425	190,905
MSIF Emerging Markets Fund	192,683	227,623
Fidelity Investment Grade Bond Fund	160,785	134,881
Other Smaller Individual Investments		
Registered Investment Companies	<u>1,111,320</u>	<u>1,091,080</u>
	<u>\$ 2,720,290</u>	<u>\$ 2,826,175</u>

2011 income (loss) as certified by Fidelity is as follows:

Net investment loss in registered investment companies	\$ (122,788)
Net investment gain from common collective trust	\$ 14,874
Dividend income from registered investment companies	\$ 53,903
Interest income from participant loans	\$ 18,530

Fidelity also certified participant loans receivable and the information contained in the supplemental schedule of assets (held at end of year).

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

NOTE D FAIR VALUE DISCLOSURES

GAAP provides a framework for measuring fair value using a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value based upon whether the inputs to those valuation techniques are observable or unobservable. This hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical financial instruments and the lowest priority to unobservable inputs. Valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs. The financial instrument's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. These inputs are summarized in the three broad levels listed below:

Level 1 – Unadjusted quoted prices for identical financial instruments in active markets that the Plan has the ability to access.

Level 2 – Other significant observable inputs (including quoted prices in active and inactive markets for similar financial instruments), or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the financial instruments.

Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the financial instruments. The fair value of Level 3 financial instruments is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

Following is a description of the valuation techniques used for assets measured at fair value. There have been no changes in the techniques used during 2011 and 2010.

Registered investment companies are valued at the net asset value of shares held by the Plan at year end.

The common/collective trust is valued at fair value by the fund's trustee based on the net asset value of the underlying securities.

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

TEXAS TILE MANUFACTURING, LLC
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

NOTE D FAIR VALUE DISCLOSURES (CONTINUED)

The fair values of investments are categorized as follows at December 31, 2011 and 2010:

	2011			
	Level 1	Level 2	Level 3	Total
Registered investment companies				
Value Funds	\$ 53,102	\$ -	\$ -	\$ 53,102
Growth Funds	488,652	-	-	488,652
Blended Funds	824,579	-	-	824,579
Fixed Income Funds	265,880	-	-	265,880
Common/Collective Trust	-	1,088,077	-	1,088,077
Total Investments at Fair Value	<u>\$ 1,632,213</u>	<u>\$ 1,088,077</u>	<u>\$ -</u>	<u>\$ 2,720,290</u>
	2010			
	Level 1	Level 2	Level 3	Total
Registered investment companies				
Value Funds	\$ 18,991	\$ -	\$ -	\$ 18,991
Growth Funds	284,062	-	-	284,062
Blended Funds	1,206,555	-	-	1,206,555
Fixed Income Funds	134,881	-	-	134,881
Common/Collective Trust	-	1,181,686	-	1,181,686
Total Investments at Fair Value	<u>\$ 1,644,489</u>	<u>\$ 1,181,686</u>	<u>\$ -</u>	<u>\$ 2,826,175</u>

NOTE E PARTY-IN-INTEREST

The Plan invests in various funds offered by Fidelity Management Trust Company. These investments are considered party-in-interest transactions because Fidelity Management Trust Company serves as trustee of the Plan. The Plan Administrator has approved of these investment options.

TEXAS TILE MANUFACTURING, LLC
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

NOTE F RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following is a reconciliation of net assets available for plan benefits per the financial statements at December 31, 2011 and 2010 to Schedule H of Form 5500:

	<u>2011</u>	<u>2010</u>
Net assets available for plan benefits per the financial statements	\$ 3,029,729	\$ 3,020,802
Employer contribution receivable	(3,120)	-
Employee contribution receivable	(4,744)	-
Adjustment from fair value to contract value for fully benefit-responsive investment contract	<u>26,836</u>	<u>9,608</u>
Net assets available for plan benefits per Schedule H, Form 5500	<u>\$ 3,048,701</u>	<u>\$ 3,030,410</u>

The following is a reconciliation of the net decrease in plan assets per the financial statements for year ended December 31, 2011 to Schedule H of Form 5500:

Net decrease for the year per the statement of changes in net assets in liquidation available for plan benefits	\$ (27,545)
Subtract: Adjustment from fair value to contract value for fully benefit-responsive investment contracts in 2010	(9,608)
Subtract: Employer contributions in 2011	(3,120)
Subtract: Employee contributions in 2011	(4,744)
Add: Adjustment from fair value to contract value for fully benefit-responsive investment contracts in 2011	<u>26,836</u>
Net loss per Schedule H, Form 5500	<u>\$ (18,181)</u>

NOTE G PLAN TERMINATION

The Plan Sponsor of Texas Tile Manufacturing authorized the termination of the plan effective January 3, 2012 as a result of consolidation of the plan with the Plan Sponsor's parent company's plan, the Tarkett 401(k) Plan.

On November 18, 2011, Texas Tile Manufacturing, the Plan Sponsor, agreed to transfer all Plan assets for all participants, including retirees, to the Tarkett 401(k) Plan. Plan assets amounting to \$3,042,602 were transferred to the Tarkett 401(k) Plan on January 3, 2012.

NOTE H TRANSFER OF ASSETS

On August 2, 2011, Texas Tile Manufacturing, the Plan Sponsor, initiated a transfer of assets from Tarkett 401(k) Plan into the Plan amounting to \$36,472.

TEXAS TILE MANUFACTURING, LLC
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2011

Plan Number 001 EIN 14-1935771

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
	(A)	9,088.837 shares - MSIF Emerging Markets Fund	**	\$ 192,683
	(A)	2,250.861 shares - Wells Fargo Advantage Common Stock Investment Fund	**	42,541
	(A)	216.625 shares - RS Partners Fund	**	6,344
	(A)	2,426.362 shares - Fidelity Puritan Fund	**	42,922
*	(A)	636.695 shares - Fidelity Magellan Fund	**	40,099
*	(A)	91.006 shares - Fidelity Contrafund	**	6,139
*	(A)	411.935 shares - Fidelity Equity Income Fund	**	17,017
*	(A)	20,827.117 shares - Fidelity Investment Grade Bond Fund	**	160,785
*	(A)	585.069 shares - Fidelity Growth & Income Fund	**	10,672
*	(A)	12,121.692 shares - Fidelity Capital & Income Fund	**	105,095
*	(A)	1,962.515 shres - Fidelity Blue Chip Growth Fund	**	83,270
*	(A)	1,009.945 shares - Fidelity Low Priced Stock Fund	**	36,085
*	(A)	1,413.464 shares - Fidelity Diversified International Fund	**	36,072
*	(A)	1,736.580 shares - Fidelity Dividend Growth Fund	**	44,925
*	(A)	9,988.766 shares - Fidelity Freedom Income Fund	**	112,274
*	(A)	10,857.118 shares - Fidelity Freedom 2010 Fund	**	142,228
*	(A)	7,667.971 shares - Fidelity Freedom 2020 Fund	**	100,604
	(A)	13,039.354 shares - Fidelity Freedom 2030 Fund	**	167,425
*	(A)	1,061,240.350 shares - Fidelity Managed Income Portfolio Fund	**	1,061,241

TEXAS TILE MANUFACTURING, LLC
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2011

Plan Number 001 EIN 14-1935771

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
*	(A)	945.611 shares - Spartan 500 Index Investment Fund	**	42,070
*	(A)	13,811.434 shares - Fidelity Freedom 2040 Fund	**	101,652
*	(A)	43.871 shares - Fidelity Freedom 2005 Fund	**	462
*	(A)	70.528 shares - Fidelity Freedom 2015 Fund	**	771
*	(A)	2,050.609 shares - Fidelity Freedom 2025 Fund	**	22,167
*	(A)	10,008.590 shares - Fidelity Freedom 2035 Fund	**	105,591
*	(A)	1,172.031 shares - Fidelity Freedom 2045 Fund	**	10,185
*	(A)	250.006 shares - Fidelity Freedom 2050 Fund	**	2,135
*	Participant Loans	Loans to Participants at interest rates ranging from 4.25% to 8.5%	-	328,411
				<u>\$ 3,021,865</u>

* Represents a party-in-interest.

** Cost omitted for participant directed investments.

(A) All transactions were with Fidelity Investments

**TEXAS TILE MANUFACTURING, LLC
(A 401(K) PLAN)**

FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

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INDEPENDENT AUDITOR'S REPORT

To the Participants and Administrative Committee of
Texas Tile Manufacturing, LLC
Houston, Texas

We were engaged to audit the accompanying statement of net assets in liquidation available for plan benefits of Texas Tile Manufacturing, LLC (a 401(K) Plan) (the Plan) as of December 31, 2011, the statement of net assets available for plan benefits as of December 31, 2010, and the related statement of changes in net assets in liquidation available for plan benefits for the year ended December 31, 2011 and the supplemental schedule of assets (held at end of year) as of December 31, 2011. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note C, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. The Plan Administrator has informed us that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained certifications from the trustee, as of and for the years ended December 31, 2011 and 2010, that the information provided to the Plan Administrator by the trustee is complete and accurate.

As discussed in Note A to the accompanying financial statements, the Plan Sponsor elected to terminate the Plan effective January 3, 2012. As a result, the Plan has changed its basis of accounting beginning January 1, 2011 from the going concern basis to the liquidation basis.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedule is presented for purposes of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with generally accepted auditing standards in the United States and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Harper & Pearson Company, P.C.

Houston, Texas
October 12, 2012

TEXAS TILE MANUFACTURING, LLC
STATEMENT OF NET ASSETS IN LIQUIDATION AVAILABLE FOR PLAN BENEFITS
DECEMBER 31, 2011

ASSETS

Investments at fair value:

Registered investment companies	\$ 1,632,213
Common/collective trust	<u>1,088,077</u>

Total Investments 2,720,290

Receivables

Participants loans receivable	328,411
Employer contributions receivable	3,120
Employee contributions receivable	<u>4,744</u>

Total Receivables 336,275

NET ASSETS AVAILABLE FOR PLAN BENEFITS AT FAIR VALUE 3,056,565

Adjustments from fair value to contract value for fully
benefit-responsive investment contracts (26,836)

NET ASSETS IN LIQUIDATION AVAILABLE FOR PLAN BENEFITS \$ 3,029,729

TEXAS TILE MANUFACTURING, LLC
STATEMENT OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
DECEMBER 31, 2010

ASSETS

Investments at fair value:

Registered investment companies	\$ 1,644,489
Common/collective trust	<u>1,181,686</u>

Total Investments	<u>2,826,175</u>
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Receivables

Participants loans receivable	204,235
Employer contributions receivable	-
Employee contributions receivable	<u>-</u>

Total Receivables	<u>204,235</u>
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NET ASSETS AVAILABLE FOR PLAN BENEFITS AT FAIR VALUE	3,030,410
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Adjustments from fair value to contract value for fully benefit-responsive investment contracts	<u>(9,608)</u>
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NET ASSETS AVAILABLE FOR PLAN BENEFITS	<u>\$ 3,020,802</u>
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TEXAS TILE MANUFACTURING, LLC

STATEMENT OF CHANGES IN NET ASSETS IN LIQUIDATION AVAILABLE FOR PLAN BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2011

ADDITIONS ATTRIBUTED TO:

INVESTMENT INCOME (LOSS)

Net investment loss in registered investment companies	\$ (122,788)
Net investment gain from common/collective trust	14,874
Dividend income from registered investment companies	<u>53,903</u>

Total Investment Loss (54,011)

Interest income from participant loans 18,530

CONTRIBUTIONS

Employer	167,077
Employees	279,380
Rollovers	<u>1,786</u>

TOTAL ADDITIONS 412,762

DEDUCTIONS ATTRIBUTED TO:

Benefits paid to participants	434,886
Administrative expenses	<u>5,421</u>

TOTAL DEDUCTIONS 440,307

NET DECREASE (27,545)

Transfer of assets to the plan 36,472

NET ASSETS AVAILABLE FOR PLAN BENEFITS - Beginning 3,020,802

NET ASSETS IN LIQUIDATION AVAILABLE FOR PLAN BENEFITS - Ending \$ 3,029,729

NOTE A BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

General - The 401(k) plan, Texas Tile Manufacturing, LLC (the Plan), was adopted effective January 1, 2006 to establish a savings and investment plan for the exclusive benefit of the employees of the company Texas Tile Manufacturing, LLC (the Company, Plan Sponsor, and Plan Administrator) and their beneficiaries. The Plan is a defined contribution plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Basis of Presentation - The accompanying 2011 financial statements are prepared on the liquidation basis of accounting and the 2010 financial statements are prepared using the accrual method of accounting in accordance with accounting principles general accepted in the United States (GAAP). There are no significant differences between these two bases for the Plan. Benefits are recorded when paid. Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Estimates - The preparation of financial statements in conformity with GAAP requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

Risks and Uncertainties - The Plan provides for several investment options which are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the financial statements.

Notes Receivable from Participants - Loans to participants are reported as a receivable from participants at the unpaid principal balance plus any accrued but unpaid interest.

Valuation of Investments - Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In accordance with the policy of stating investments at fair value, net investment gain or loss is included in the carrying value of related investments in the statements of net assets in liquidation available for plan benefits and the changes in the net investment gain or loss are reflected in the statement of changes in net assets in liquidation available for plan benefits.

The statements of net assets in liquidation available for plan benefits present investment contracts at fair value as well as an additional line item showing an adjustment from fair value to contract value for fully benefit-responsive investment contracts. The statement of changes in net assets in liquidation available for plan benefits is presented on a contract value basis.

NOTE A BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

Benefit-Responsive Investment Contract - The Fidelity Managed Income Portfolio Fund invests primarily in asset-backed contracts that are fully benefit-responsive. These asset-backed contracts have two components: (1) a portfolio of securities or underlying assets and (2) a wrap contract. Pursuant to the contract, the issuer of the contract (wrap provider) undertakes to repay the principal amount deposited plus accrued interest less expenses to fund participant-directed withdrawals, transfers and loans. The crediting rate of the asset-backed contract is a function of the relationship between the market value, yield and duration of the underlying assets versus the contract value. If the positive adjustment for the portion of net assets attributable to fully benefit-responsive investment contracts from fair value to contract value increases, the crediting rate at the next reset date will be negatively impacted and vice versa. Interest rate change is a key factor that can influence future crediting rates because it impacts the value, yield and duration of the underlying securities.

The net weighted average yield earned, which is different from the interest rate credited to participants, by the entire fund was 1.92% and 2.68% for 2011 and 2010, respectively. The net weighted interest rate credited to participants in the fund was 1.39% and 1.44% for 2011 and 2010, respectively.

All of the asset-backed contracts held by the Fidelity Managed Income Portfolio Fund are fully participating contracts. In a fully participating contract, the asset and liability risks may be transferred from the wrap provider to the Fidelity Managed Income Portfolio Fund in the event of a termination or non-participant directed withdrawal, transfer or loan. The risk of this event happening is not probable. The wrap provider may terminate a fully benefit-responsive contract and settle at an amount different from the contract value if the wrap provider of Fidelity Managed Income Portfolio Fund is unable to meet the terms of the contract.

Federal Income Tax - The Company adopted a Prototype Non-Standardized Profit Sharing Plan with a deferral arrangement. The Prototype Non-Standardized Profit Sharing Plan received a favorable opinion letter from the Internal Revenue Service on October 9, 2003, which stated that the Plan and related trust, as amended, are designed in accordance with applicable sections of the Internal Revenue Code. The Plan has been amended since the favorable opinion letter was received. However, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code and therefore, believes that the Plan was qualified and the related trust was tax exempt as of the financial statement date.

The Plan believes that all significant tax positions utilized by the Plan will more likely than not be sustained upon examination. As of December 31, 2011, the tax years that remain subject to examination by the major tax jurisdictions under the statute of limitations are from the year 2008 forward (with limited exceptions). Tax penalties and interest, if any, would be accrued as incurred and would be classified as tax expense in the statement of changes in net assets in liquidation available for plan benefits.

NOTE B **PLAN DESCRIPTION**

The following description of the Plan provides only general information about the Plan. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

Participation - All employees are eligible to become a participant in the Plan on the first day of the month following their hire date.

Contributions - Participants may elect to make contributions to the Plan in an annual amount of 1% up to 60% of their eligible compensation. Eligible compensation in 2011 is limited to \$245,000. Contributions are made through authorized payroll reductions. These contributions by individual employees were limited to \$16,500 (participants under 50 years of age) and \$22,000 (participants 50 years of age or older) in 2010. This limitation is periodically adjusted to reflect cost-of-living increases.

Participants may elect to make an additional contribution, for a selected pay period or employer bonus, between 1% and 100% of gross pay but may not exceed 60% of total eligible compensation for the plan year.

During 2011, the Company elected to contribute a safe harbor 401(k) matching contribution equal to 100% of the first 3% of each eligible employee's compensation and 50% of the next 2% of eligible compensation. The Company may also make additional profit sharing and non-elective contributions, in an amount determined solely at the discretion of the Directors. Such additional discretionary contributions, if any, are allocated pro rata to all eligible participants based upon the proportion of the participant's compensation to the total compensation of all eligible participants. There were no discretionary contributions during the year ended December 31, 2011.

Each participant account is credited with the participant's contribution, the Company's contributions, and a pro rata share of the earnings of each fund in which the participant has invested.

Vesting - Participants are immediately vested in their salary reduction, rollover contributions, and all Company contributions plus actual earnings thereon.

Form of Benefits - The normal form of benefit payable under this Plan is a lump sum. For participants having attained age 70-1/2, minimum distribution requirements apply. Benefits are recorded when paid.

Participant Loans - Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan transactions are treated as a transfer between the investment fund and participant loans receivable. Loan terms range from 1 to 5 years or longer for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with prevailing rates. Interest rates on loans outstanding at December 31, 2011 were 4.25% to 8.5%.

Investments - Each participant directs the investment of their account into any of the investment options designated by the Plan Administrator.

NOTE B **PLAN DESCRIPTION (CONTINUED)**

Administration - The Company, as the Plan Administrator, may, at its discretion, pay the Plan's administrative expenses. Any Plan expenses not paid by the Company will be paid by the Plan. Substantially all Plan expenses were paid by the Company for 2011.

Plan Termination - Effective January 3, 2012, the Plan was terminated and all participants became fully vested in their accrued benefits as of the date of termination.

NOTE C **INVESTMENTS AND CERTIFIED INFORMATION**

Investments at December 31, 2011 and 2010 are recorded at fair value as certified by Fidelity Management Trust Company (Fidelity) as follows:

	<u>2011</u>	<u>2010</u>
Individual Investments Which Comprise 5% or More of Plan Net Assets		
Common/ Collective Trust		
Fidelity Managed Income Portfolio Fund	\$ 1,088,077	\$ 1,181,686
Registered Investment Companies		
Fidelity Freedom 2030 Fund	167,425	190,905
MSIF Emerging Markets Fund	192,683	227,623
Fidelity Investment Grade Bond Fund	160,785	134,881
Other Smaller Individual Investments		
Registered Investment Companies	<u>1,111,320</u>	<u>1,091,080</u>
	<u>\$ 2,720,290</u>	<u>\$ 2,826,175</u>

2011 income (loss) as certified by Fidelity is as follows:

Net investment loss in registered investment companies	\$ (122,788)
Net investment gain from common collective trust	\$ 14,874
Dividend income from registered investment companies	\$ 53,903
Interest income from participant loans	\$ 18,530

Fidelity also certified participant loans receivable and the information contained in the supplemental schedule of assets (held at end of year).

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

NOTE D FAIR VALUE DISCLOSURES

GAAP provides a framework for measuring fair value using a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value based upon whether the inputs to those valuation techniques are observable or unobservable. This hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical financial instruments and the lowest priority to unobservable inputs. Valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs. The financial instrument's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. These inputs are summarized in the three broad levels listed below:

Level 1 – Unadjusted quoted prices for identical financial instruments in active markets that the Plan has the ability to access.

Level 2 – Other significant observable inputs (including quoted prices in active and inactive markets for similar financial instruments), or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the financial instruments.

Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the financial instruments. The fair value of Level 3 financial instruments is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

Following is a description of the valuation techniques used for assets measured at fair value. There have been no changes in the techniques used during 2011 and 2010.

Registered investment companies are valued at the net asset value of shares held by the Plan at year end.

The common/collective trust is valued at fair value by the fund's trustee based on the net asset value of the underlying securities.

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

TEXAS TILE MANUFACTURING, LLC
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

NOTE D FAIR VALUE DISCLOSURES (CONTINUED)

The fair values of investments are categorized as follows at December 31, 2011 and 2010:

	2011			
	Level 1	Level 2	Level 3	Total
Registered investment companies				
Value Funds	\$ 53,102	\$ -	\$ -	\$ 53,102
Growth Funds	488,652	-	-	488,652
Blended Funds	824,579	-	-	824,579
Fixed Income Funds	265,880	-	-	265,880
Common/Collective Trust	-	1,088,077	-	1,088,077
Total Investments at Fair Value	<u>\$ 1,632,213</u>	<u>\$ 1,088,077</u>	<u>\$ -</u>	<u>\$ 2,720,290</u>
	2010			
	Level 1	Level 2	Level 3	Total
Registered investment companies				
Value Funds	\$ 18,991	\$ -	\$ -	\$ 18,991
Growth Funds	284,062	-	-	284,062
Blended Funds	1,206,555	-	-	1,206,555
Fixed Income Funds	134,881	-	-	134,881
Common/Collective Trust	-	1,181,686	-	1,181,686
Total Investments at Fair Value	<u>\$ 1,644,489</u>	<u>\$ 1,181,686</u>	<u>\$ -</u>	<u>\$ 2,826,175</u>

NOTE E PARTY-IN-INTEREST

The Plan invests in various funds offered by Fidelity Management Trust Company. These investments are considered party-in-interest transactions because Fidelity Management Trust Company serves as trustee of the Plan. The Plan Administrator has approved of these investment options.

TEXAS TILE MANUFACTURING, LLC
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

NOTE F RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following is a reconciliation of net assets available for plan benefits per the financial statements at December 31, 2011 and 2010 to Schedule H of Form 5500:

	<u>2011</u>	<u>2010</u>
Net assets available for plan benefits per the financial statements	\$ 3,029,729	\$ 3,020,802
Employer contribution receivable	(3,120)	-
Employee contribution receivable	(4,744)	-
Adjustment from fair value to contract value for fully benefit-responsive investment contract	<u>26,836</u>	<u>9,608</u>
Net assets available for plan benefits per Schedule H, Form 5500	<u>\$ 3,048,701</u>	<u>\$ 3,030,410</u>

The following is a reconciliation of the net decrease in plan assets per the financial statements for year ended December 31, 2011 to Schedule H of Form 5500:

Net decrease for the year per the statement of changes in net assets in liquidation available for plan benefits	\$ (27,545)
Subtract: Adjustment from fair value to contract value for fully benefit-responsive investment contracts in 2010	(9,608)
Subtract: Employer contributions in 2011	(3,120)
Subtract: Employee contributions in 2011	(4,744)
Add: Adjustment from fair value to contract value for fully benefit-responsive investment contracts in 2011	<u>26,836</u>
Net loss per Schedule H, Form 5500	<u>\$ (18,181)</u>

NOTE G PLAN TERMINATION

The Plan Sponsor of Texas Tile Manufacturing authorized the termination of the plan effective January 3, 2012 as a result of consolidation of the plan with the Plan Sponsor's parent company's plan, the Tarkett 401(k) Plan.

On November 18, 2011, Texas Tile Manufacturing, the Plan Sponsor, agreed to transfer all Plan assets for all participants, including retirees, to the Tarkett 401(k) Plan. Plan assets amounting to \$3,042,602 were transferred to the Tarkett 401(k) Plan on January 3, 2012.

NOTE H TRANSFER OF ASSETS

On August 2, 2011, Texas Tile Manufacturing, the Plan Sponsor, initiated a transfer of assets from Tarkett 401(k) Plan into the Plan amounting to \$36,472.

TEXAS TILE MANUFACTURING, LLC
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2011

Plan Number 001 EIN 14-1935771

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
	(A)	9,088.837 shares - MSIF Emerging Markets Fund	**	\$ 192,683
	(A)	2,250.861 shares - Wells Fargo Advantage Common Stock Investment Fund	**	42,541
	(A)	216.625 shares - RS Partners Fund	**	6,344
	(A)	2,426.362 shares - Fidelity Puritan Fund	**	42,922
*	(A)	636.695 shares - Fidelity Magellan Fund	**	40,099
*	(A)	91.006 shares - Fidelity Contrafund	**	6,139
*	(A)	411.935 shares - Fidelity Equity Income Fund	**	17,017
*	(A)	20,827.117 shares - Fidelity Investment Grade Bond Fund	**	160,785
*	(A)	585.069 shares - Fidelity Growth & Income Fund	**	10,672
*	(A)	12,121.692 shares - Fidelity Capital & Income Fund	**	105,095
*	(A)	1,962.515 shres - Fidelity Blue Chip Growth Fund	**	83,270
*	(A)	1,009.945 shares - Fidelity Low Priced Stock Fund	**	36,085
*	(A)	1,413.464 shares - Fidelity Diversified International Fund	**	36,072
*	(A)	1,736.580 shares - Fidelity Dividend Growth Fund	**	44,925
*	(A)	9,988.766 shares - Fidelity Freedom Income Fund	**	112,274
*	(A)	10,857.118 shares - Fidelity Freedom 2010 Fund	**	142,228
*	(A)	7,667.971 shares - Fidelity Freedom 2020 Fund	**	100,604
	(A)	13,039.354 shares - Fidelity Freedom 2030 Fund	**	167,425
*	(A)	1,061,240.350 shares - Fidelity Managed Income Portfolio Fund	**	1,061,241

TEXAS TILE MANUFACTURING, LLC
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2011

Plan Number 001 EIN 14-1935771

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
*	(A)	945.611 shares - Spartan 500 Index Investment Fund	**	42,070
*	(A)	13,811.434 shares - Fidelity Freedom 2040 Fund	**	101,652
*	(A)	43.871 shares - Fidelity Freedom 2005 Fund	**	462
*	(A)	70.528 shares - Fidelity Freedom 2015 Fund	**	771
*	(A)	2,050.609 shares - Fidelity Freedom 2025 Fund	**	22,167
*	(A)	10,008.590 shares - Fidelity Freedom 2035 Fund	**	105,591
*	(A)	1,172.031 shares - Fidelity Freedom 2045 Fund	**	10,185
*	(A)	250.006 shares - Fidelity Freedom 2050 Fund	**	2,135
*	Participant Loans	Loans to Participants at interest rates ranging from 4.25% to 8.5%	-	328,411
				<u>\$ 3,021,865</u>

* Represents a party-in-interest.

** Cost omitted for participant directed investments.

(A) All transactions were with Fidelity Investments