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

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
CRATE AND BARREL RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1998

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

EUROMARKET DESIGNS, INC.

1250 TECHNY RD
NORTHBROOK, IL 60062

1250 TECHNY RD
NORTHBROOK, IL 60062

2b Employer Identification Number (EIN)
36-2492854

2c Sponsor's telephone number
847-272-2888

2d Business code (see instructions)
442299

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/08/2013	LISA DESANTO
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/08/2013	ADRIAN MITCHELL
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

EUROMARKET DESIGNS, INC.

1250 TECHNY RD
NORTHBROOK, IL 60062

3b Administrator's EIN
36-2492854

3c Administrator's telephone number
847-272-2888

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	6598
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**	5867
b	Retired or separated participants receiving benefits	**6b**	5
c	Other retired or separated participants entitled to future benefits	**6c**	1028
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	6900
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	6901
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	6041
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	52
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2F 2G 2J 2T 3F 3D 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan
CRATE AND BARREL RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
EUROMARKET DESIGNS, INC.

D Employer Identification Number (EIN)
36-2492854

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

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

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

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 37 65 60	RECORDKEEPER	14415	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ABF LG CAP VAL INV - STATE STREET B 225 FRANKLIN STREET BOSTON, MA 02111	0.40%

(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.
AF GROWTH OF AMER R5 - AMERICAN FUN 95-2566717	0.05%

(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.
COL SM CAP VAL II Z - COLUMBIA MGT 04-2838628	0.40%

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.
COL/ACORN INTL Z - COLUMBIA MGT INV 04-2838628	0.40%

(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.
JPM MIDCAP VALUE IS - BOSTON FINANC 330 W. 9TH STREET KANSAS CITY, MO 66160	0.15%

(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.
NB GENESIS - TR CL - STATE STREET B 04-0025081	0.40%

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.
ROYCE VALUE PLUS SER - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.45%

(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.
SENTINEL COM STK A - SENTINEL ADMIN 03-0316212	0.40%

(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.
SENTINEL COM STK I - SENTINEL ADMIN 03-0316212	0.10%

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.
TRP NEW HORIZONS - T. ROWE PRICE SE 52-2269240	0.15%

(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

2012

This Form is Open to Public Inspection.

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

A Name of plan
CRATE AND BARREL RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
EUROMARKET DESIGNS, INC.

D Employer Identification Number (EIN)
36-2492854

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: FID MGD INC PORT

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

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)
04-3022712-024	C	17585191

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
CRATE AND BARREL RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
EUROMARKET DESIGNS, INC.

D Employer Identification Number (EIN)
36-2492854

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	0	7318428
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	13992810
(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)	1119155	5061745
(9) Value of interest in common/collective trusts	1c(9)	5136242	17585191
(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)	43328071	89134837
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	49583468	133093011
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	49583468	133093011

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)		
(B) Participants	2a(1)(B)	5391699	
(C) Others (including rollovers)	2a(1)(C)	173408	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		5565107
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	307	
(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)	79963	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		80270
(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)	2552500	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		2552500
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		580439
(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)		5148948
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		13927264
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	10037014	
(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)		10037014
f Corrective distributions (see instructions)	2f		2912
g Certain deemed distributions of participant loans (see instructions)	2g		7017
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	14698	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		14698
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		10061641
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		3865623
l Transfers of assets:			
(1) To this plan	2l(1)		79643920
(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)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: MILLER COOPER **(2)** EIN: 36-2897372

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ **Yes** ☒ **No**

If "Yes," enter the amount of any plan assets that reverted to the employer this year **Amount:**

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
CRATE AND BARREL RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
EUROMARKET DESIGNS, INC.

D Employer Identification Number (EIN)
36-2492854

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 of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Crate and Barrel
Retirement Savings Plan

Financial Statements and
Independent Auditors' Report

December 31, 2012 and 2011

Miller Cooper & Co., Ltd.

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MILLER COOPER & Co., Ltd

ACCOUNTANTS AND CONSULTANTS

INDEPENDENT AUDITORS' REPORT

Board of Trustees
Crate and Barrel Retirement Savings Plan
Northbrook, Illinois

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

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

(Continued)

Disclaimer of Opinion

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

Other Matter

The supplemental information on pages 22 through 23 as of and for the year ended December 31, 2012 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. The supplemental information is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental information.

Report on Form and Content in Compliance with Department of Labor Rules and Regulations

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

MILLER, COOPER & CO., LTD.

Miller, Cooper & Co., Ltd.

Certified Public Accountants

Deerfield, Illinois
October 2, 2013

FINANCIAL STATEMENTS

Crate and Barrel Retirement Savings Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2012 and 2011

ASSETS	2012	2011
Investments, at fair value	$ 128,031,266	$ 48,464,313
Receivables		
Employer profit sharing contributions	1,576,262	-
Notes from participants	5,061,745	1,119,155
	6,638,007	1,119,155
Total assets	134,669,273	49,583,468
LIABILITIES		
Excess contributions	1,600	2,884
Accrued investment consulting fees	109,410	-
Total liabilities	111,010	2,884
Net assets available for benefits, at fair value	134,558,263	49,580,584
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(503,241)	(126,680)
NET ASSETS AVAILABLE FOR BENEFITS	$ 134,055,022	$ 49,453,904

The accompanying notes are an integral part of these statements.

Crate and Barrel Retirement Savings Plan

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year ended December 31, 2012

Additions to net assets attributed to:		
Income		
Net appreciation in value of investments	$	5,243,108
Interest and dividends		2,748,098
		7,991,206
Contributions		
Participant		5,565,107
Employer		1,576,262
		7,141,369
Transfers in from other qualified plans		
Euromarket Designs, Inc. Associates' Profit Sharing Plan and Trust		78,396,272
The Land of Nod Employees' 401(k) Plan		1,247,648
		79,643,920
Total additions		94,776,495
Deductions from net assets attributed to:		
Benefits paid to participants		10,051,269
Investment consulting fees		109,410
Administrative expenses		14,698
Total deductions		10,175,377
NET INCREASE		84,601,118
Net assets available for benefits, beginning of year		49,453,904
Net assets available for benefits, end of year	$	134,055,022

The accompanying notes are an integral part of this statement.

NOTE A - DESCRIPTION OF THE PLAN

The following description of the Crate and Barrel Retirement Savings Plan (the "Plan") provides only general information. Interested parties should refer to the plan document for a more complete description of the Plan's provisions.

1. General

   The Plan is a defined contribution 401(k) plan covering eligible employees of Euromarket Designs, Inc. and Meadowbrook LLC (collectively, the "Company"). Employees are eligible to participate upon hire. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

2. Contributions

   The Plan is funded by voluntary contributions of participants. Participants may contribute to the Plan, through regular payroll deductions, an amount equal to 1% to 75% of compensation, subject to limitations imposed by the Internal Revenue Code. Participants may also roll over amounts representing distributions from other qualified employee benefit plans. Effective October 1, 2012, the Plan was amended and restated to allow for discretionary employer profit sharing contributions, allow for discretionary employer match contributions for employees of Meadowbrook LLC, add a Roth contribution option, and to add an automatic enrollment and automatic increase feature for certain employees (see Note I). The Company accrued for discretionary employer profit sharing contributions to the Plan totaling $1,576,262 for the year ended December 31, 2012.

3. Investment Options

   Participants must direct their salary deferral contributions and the Company's contributions into a variety of investment funds made available and determined by the Plan Administrator. Participants may change their investment options at any time.

NOTE A - DESCRIPTION OF THE PLAN (Continued)

4. Participant Accounts

Each participant's account is credited with the participant's contribution, an allocation of the Company's discretionary profit sharing and matching contributions, and an allocation of plan earnings. The Company's discretionary profit sharing contributions are allocated based on each participant's eligible compensation to total eligible compensation weighted by years of service. The amount of compensation of each participant is weighted for years of service as follows:

Years of Service	Weighting
5 or less	1.0
6 - 10	1.5
11 or more	2.0

The Company's discretionary matching contributions for employees of Meadowbrook LLC are allocated based on a percentage of the participants' contributions. Plan earnings are allocated to participants' accounts in direct proportion to their respective account balances, based on the performance of participants' investment selections. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

5. Vesting

Participants are immediately fully vested in participant and rollover contributions plus the actual earnings thereon. The portion of the participants' accounts attributable to the Company's contributions becomes 33% vested after one year of service, 66% vested after two years of service, and 100% vested after three years of service. In the event of death, disability, or retirement at designated ages, participants become fully vested.

6. Payment of Benefits

On termination of service, a participant may elect to receive a single, lump-sum payment equal to the value of his or her vested account balance or a direct rollover distribution. Hardship withdrawals are also permitted by the Plan.

NOTE A - DESCRIPTION OF THE PLAN (Continued)

7. Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Participants are permitted to take loans from the Plan up to a maximum equal to the lesser of $50,000 or 50% of their vested account balances. The loans are collateralized by the borrowers' respective vested account balances and bear interest at the prime rate in effect at the loan's inception (3.25% to 8.25%). Principal and interest are paid through payroll deductions over a period not to exceed five years, unless for the purchase of a primary residence. Related interest income totaled $80,065 for the year ended December 31, 2012.

8. Accrued Investment Consulting Fees

Accrued investment consulting fees represent fees payable for certain investment services. Accrued investment consulting fees totaled $109,410 at December 31, 2012. There were no accrued investment consulting fees at December 31, 2011.

9. Administrative Expenses

Administrative expenses of the Plan are paid by the Company and the Plan. Administrative expenses paid by the Company were not significant for the year ended December 31, 2012.

10. Forfeitures

At December 31, 2012, unallocated plan assets resulting from forfeited nonvested accounts totaled $60,565. At December 31, 2011, there were no unallocated plan assets. These accounts will be used to pay plan expenses or reduce future Company discretionary profit sharing contributions. Subsequent to year-end, forfeitures of $60,565 were used to pay investment consulting fees.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Accounting

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

Current accounting standards require investment contracts held by a defined contribution plan to be reported at fair value.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

1. Basis of Accounting (Continued)

However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statement of net assets available for benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on the contract value basis.

2. Fair Value Measurements

Current accounting standards establish a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

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

Level 2 Inputs to the valuation methodology include the following:

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

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

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

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. Fair Value Measurements (Continued)

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

The following is a description of the valuation methodologies used for the Plan's investments measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

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

Common collective trust: Valued based on the NAV of units of the common collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimating fair value. The NAV is based upon the fair value of the underlying investments comprising the trust less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV.

Pooled investment funds: Valued at the NAV, as determined by the issuer, or, if not available, accounted for on the equity method, which approximates fair value.

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

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. Fair Value Measurements (Continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2012 and 2011.

	Plan Investments at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Mutual funds				
Money market fund	$ 13,992,810	$ -	$ -	$ 13,992,810
Balanced fund	660,097	-	-	660,097
Fixed income funds	11,934,918	-	-	11,934,918
Growth funds	28,984,712	-	-	28,984,712
Index funds	27,648,786	-	-	27,648,786
International fund	7,691,421	-	-	7,691,421
Target date funds	12,214,903	-	-	12,214,903
Common collective trust				
Fixed income trust	-	17,585,191	-	17,585,191
Pooled investment funds				
Growth funds	-	-	6,495,757	6,495,757
Real estate fund	-	-	670,244	670,244
Income fund	-	-	152,427	152,427
Investments, at fair value	$ 103,127,647	$ 17,585,191	$ 7,318,428	$ 128,031,266

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. Fair Value Measurements (Continued)

	Plan Investments at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Mutual funds				
Balanced fund	$ 394,383	$ -	$ -	$ 394,383
Fixed income funds	6,404,908	-	-	6,404,908
Growth funds	21,911,541	-	-	21,911,541
Index funds	6,983,168	-	-	6,983,168
International fund	3,826,152	-	-	3,826,152
Target date funds	3,807,919	-	-	3,807,919
Common collective trust				
Fixed income trust	-	5,136,242	-	5,136,242
Investments, at fair value	$ 43,328,071	$ 5,136,242	$ -	$ 48,464,313

The Plan held shares of interests in a common collective trust fund at December 31, 2012 and 2011, which is considered a fully benefit-responsive investment contract. There were no unfunded commitments and no redemption limitations or notice periods. The common collective trust fund invests primarily in U.S. government and government agency obligations and nonconvertible bonds.

The following tables set forth additional disclosures of the Plan's Level 3 investments whose fair value is estimated using NAV (or its equivalent) as of December 31, 2012.

	December 31, 2012			
	Fair Value	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
Pooled investment funds				
Growth funds (a)	$ 6,495,757	$ -	Up to 3 years	65-95 days
Real estate fund (b)	670,244	-	Unknown	N/A
Income fund (c)	152,427	-	Quarterly	30 days
	$ 7,318,428	$ -		

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. Fair Value Measurements (Continued)

(a) Invests in global long/short hedge funds and equities, purchasing the debt of distressed and bankrupt companies, and market neutral investments.

(b) Invests in real estate portfolios and mezzanine funding emphasizing office, industrial, retail, multi-family, hotel, and mixed-use projects focusing on higher quality, current return segment of the real estate marketplace.

(c) Invests in high-yield fixed income funds with below average volatility. These investments are typically complex, under-followed, and misunderstood credits.

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

	Pooled Investment Funds
Balance, beginning of year	$ -
Transfers in from the Euromarket Design, Inc. Associates' Profit Sharing Plan and Trust	17,440,564
Realized and unrealized gains on investments	120,568
Sales	(10,242,704)
Balance, end of year	$ 7,318,428

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. Fair Value Measurements (Continued)

The following table represents the Plan's level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments, and the significant unobservable inputs and the ranges of values for those inputs.

Instrument	Fair Value	Principal Valuation Technique	Unobservable Inputs	Range of Significant Input Values
Davidson Kempner Institutional Partner	$ 125,981	NAV	Payout date	1/1/13-12/31/13
GT ERISA Fund, Ltd.	5,531,041	NAV	Payout date	1/1/13-12/31/13
Eton Park Overseas Fund	838,735	NAV	Payout date	1/1/13-12/31/14
TA Realty Associates	670,244	NAV	Illiquid	Various
Beach Point Strategic Fund	152,427	NAV	Payout date	1/1/13-12/31/13
	$ 7,318,428			

In estimating fair value of the investments in Level 3, the Board of Trustees may use third-party pricing sources or appraisers. In substantiating the reasonableness of the pricing data provided by third parties, the Board of Trustees evaluates a variety of factors including review of methods and assumptions used by external sources, recently executed transactions, existing contracts, economic conditions, industry and market developments, and overall credit ratings.

3. Income Recognition

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Unrealized gains or losses from appreciation or depreciation of investments are recognized as increases or decreases in net assets available for benefits.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4. Use of Estimates

In preparing the Plan's financial statements, management is required to make estimates and assumptions that affect the reported amounts of net assets, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of changes in net assets during the reporting period. Actual results could differ from those estimates.

5. Payment of Benefits

Benefits are recorded when paid.

6. Accounting for Uncertainty in Income Taxes

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax period in progress. The Plan Administrator believes the Plan is no longer subject to income tax examinations for years prior to 2009.

NOTE C - INVESTMENTS AND NOTES RECEIVABLE FROM PARTICIPANTS

Investments and notes receivable from participants held at December 31, 2012 and 2011, net appreciation in the value of investments, and interest and dividends for the year ended December 31, 2012, were obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by Fidelity Management Trust Company, the trustee. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the information certified by the trustee.

NOTE C - INVESTMENTS AND NOTES RECEIVABLE FROM PARTICIPANTS (Continued)

The following table presents the fair value of the investments and notes receivable from participants in the Plan. Individual amounts representing more than 5% of the Plan's net assets as of December 31, 2012 and/or 2011, are separately identified.

	2012	2011
Fidelity Management Trust Company		
Mutual Funds		
Fidelity Retirement Money Market Fund	$ 13,992,810	$ -
Fidelity Total Bond Fund	9,992,514	5,430,839
American Beacon Large Cap Value Fund	-	3,847,621
American Beacon Large Cap Value Instl Fund	7,328,784	-
Neuberger Berman Genesis Fund	-	7,297,890
Sentinel Common Stock A Fund	-	4,415,972
Sentinel Common Stock I Fund	8,940,175	-
Spartan 500 Index Institutional Fund	13,147,665	6,253,662
Artisan Mid Cap Value Institutional Fund	12,863,965	-
Fidelity International Discovery Fund	-	3,826,152
Fidelity International Discovery Fund K	7,691,421	-
Other mutual funds	29,170,313	12,255,935
Common Collective Trust		
Fidelity Managed Income Portfolio	17,585,191	5,136,242
Pooled investment funds	7,318,428	-
	128,031,266	48,464,313
Notes receivable from participants	5,061,745	1,119,155
	$ 133,093,011	$ 49,583,468

During the year ended December 31, 2012, the Plan's investments (including investments purchased, held, and sold during the year) appreciated as follows:

Mutual funds	$ 5,122,540
Pooled investments funds	120,568
	$ 5,243,108

NOTE D - INCOME TAX STATUS

Effective October 1, 2012, the Plan has adopted a non-standardized form of a prototype plan sponsored by Fidelity Management Trust Company. The prototype plan has received an opinion letter from the Internal Revenue Service as to the prototype plan's qualified status. The prototype plan opinion letter has been relied upon by this Plan. The Plan Administrator believes that the Plan is designed and is being operated in compliance with the applicable provisions of the Internal Revenue Code.

NOTE E - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of termination, participants become fully vested in their respective account balances.

NOTE F - MARKET RISK

The value of the Plan's investments is subject to market risk associated with potential fluctuations in the values of the underlying securities. Fluctuations in the market value of the Plan's investments could be material to the financial statements.

NOTE G - RELATED-PARTY TRANSACTIONS

Plan investments are managed by Fidelity Management Trust Company. Fidelity Management Trust Company is the trustee, as defined by the Plan; therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for investment management services were included as a reduction of the return earned on each investment.

NOTE H - PLAN MERGER AND TRANSFER ACTIVITY

Effective October 1, 2012, all net assets of the Euromarket Designs, Inc. Associates' Profit Sharing Plan and Trust totaling $78,396,272 were merged into the Plan. Also, effective October 1, 2012, all net assets of The Land of Nod Employees' 401(k) Plan totaling $1,247,648 were merged into the Plan. The total amount transferred into the Plan is comprised of investments, at fair value, totaling $75,060,047 and notes receivable from participants totaling $4,583,873. Interested parties should refer to the related amended and restated adoption agreement for a more complete description of the changes.

NOTE I - PLAN AMENDMENT AND RESTATEMENT

Effective October 1, 2012, the Plan was amended and restated to allow for discretionary employer profit sharing contributions, allow for discretionary employer matching contributions for employees of Meadowbrook LLC, add a Roth contribution option, and to add an automatic enrollment and automatic increase feature for certain employees (see Note A-2). Also, the Plan name was changed from Crate and Barrel 401(k) Plan to Crate and Barrel Retirement Savings Plan. Effective December 31, 2012, the Plan was amended to not allow the automatic deferral increase for participants who are employed by Meadowbrook, LLC. Interested parties should refer to the new adoption agreement for a complete description of the changes.

NOTE J - RECLASSIFICATIONS

Certain reclassifications have been made to the 2011 financial statements to conform to the 2012 presentation. These reclassifications had no effect on the net assets available for benefits as previously stated.

NOTE K - RECONCILIATION OF AUDITED FINANCIAL STATEMENTS TO FORM 5500

The following are reconciliations of net assets available for benefits, participant contributions, income, and benefits paid to participants from these financial statements to the Form 5500. The reconciliation items are a result of the fact that the 2012 Form 5500 was prepared on the cash basis rather than the accrual basis, as required by accounting principles generally accepted in the United States of America, and as a result of the fact that the 2012 and 2011 Form 5500 reports fully benefit-responsive investment contracts at fair value, rather than contract value, as required by accounting principles generally accepted in the United States of America.

	2012	2011
Net assets available for benefits - financial statements	$ 134,055,022	$ 49,453,904
Employer profit sharing contributions receivable	(1,576,262)	-
Excess contributions	1,600	2,884
Accrued investment consulting fees	109,410	-
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	503,241	126,680
Net assets available for benefits - Form 5500	$ 133,093,011	$ 49,583,468

NOTE K - RECONCILIATION OF AUDITED FINANCIAL STATEMENTS TO FORM 5500
(Continued)

	Year ended December 31, 2012
Net increase in net assets available for benefits - financial statements	$ 84,601,118
Adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2011	(126,680)
Adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2012	503,241
Employer profit sharing contributions receivable	(1,576,262)
Excess contributions at December 31, 2011	(2,884)
Excess contributions at December 31, 2012	1,600
Accrued investment consulting fees	109,410
Net income and transfers of assets to the Plan - Form 5500	$ 83,509,543

NOTE L - SUBSEQUENT EVENTS

Plan management has evaluated subsequent events through October 2, 2013, the date that these financial statements were available to be issued. Plan management has determined that no events or transactions, other than described in Note A-10, have occurred subsequent to the statement of net assets available for benefits date that require disclosure in the financial statements.

SUPPLEMENTAL INFORMATION

Crate and Barrel Retirement Savings Plan

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2012

FEIN: 36-2492854
Plan Number: 002

(a)	(b) Identity of issuer, 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
*	Mutual Funds (held by Fidelity Management Trust Company)			
	Money market fund			
	Fidelity Management Trust Co.	Retirement Money Market Fund	**	$ 13,992,810
	Balanced fund			
	Fidelity Management Trust Co.	Fidelity Freedom Index Income Fund	**	660,097
	Fixed income funds			
	Fidelity Management Trust Co.	Fidelity US Bond Index Advantage Fund	**	1,942,404
	Fidelity Management Trust Co.	Fidelity Total Bond Fund	**	9,992,514
	Growth funds			
	Fidelity Management Trust Co.	American Beacon Large Cap Value Instl Fund	**	7,328,784
	Fidelity Management Trust Co.	JPMorgan Large Cap Growth Fund	**	4,384,757
	Fidelity Management Trust Co.	Columbia Small Cap Value II Fund	**	344,509
	Fidelity Management Trust Co.	Columbia Acord International Z Fund	**	437,075
	Fidelity Management Trust Co.	Sentinel Common Stock I Fund	**	8,940,175
	Fidelity Management Trust Co.	T. Rowe Price New Horizons Fund	**	3,327,202
	Fidelity Management Trust Co.	JPMorgan Mid Cap Value Institutional Fund	**	4,222,210
	Index funds			
	Fidelity Management Trust Co.	Spartan Extended Market Index Fund	**	542,966
	Fidelity Management Trust Co.	Spartan International Index Fund	**	475,848
	Fidelity Management Trust Co.	Vanguard Small Cap Index Signal Fund	**	618,342
	Fidelity Management Trust Co.	Spartan 500 Index Institutional Fund	**	13,147,665
	Fidelity Management Trust Co.	Artisan Mid Cap Value Institutional Fund	**	12,863,965
	International fund			
	Fidelity Management Trust Co.	Fidelity International Discovery Fund K	**	7,691,421
	Target date funds			
	Fidelity Management Trust Co.	Fidelity Freedom 2010 Fund	**	367,359
	Fidelity Management Trust Co.	Fidelity Freedom 2015 Fund	**	826,324
	Fidelity Management Trust Co.	Fidelity Freedom 2020 Fund	**	3,104,084
	Fidelity Management Trust Co.	Fidelity Freedom 2025 Fund	**	2,049,513
	Fidelity Management Trust Co.	Fidelity Freedom 2030 Fund	**	1,702,647
	Fidelity Management Trust Co.	Fidelity Freedom 2035 Fund	**	1,289,401
	Fidelity Management Trust Co.	Fidelity Freedom 2040 Fund	**	1,298,820
	Fidelity Management Trust Co.	Fidelity Freedom 2045 Fund	**	795,465
	Fidelity Management Trust Co.	Fidelity Freedom 2050 Fund	**	735,223
	Fidelity Management Trust Co.	Fidelity Freedom 2055 Fund	**	46,067

(Continued)

Crate and Barrel Retirement Savings Plan

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) (Continued)

December 31, 2012

FEIN: 36-2492854
Plan Number: 002

(a)	(b) Identity of issuer, 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
*	Common Collective Trust (held by Fidelity Management Trust Company)			
	Fixed income trust			
	Fidelity Management Trust Co.	Fidelity Managed Income Portfolio	**	$ 17,585,191
	Pooled Investment Funds			
	Growth funds			
	Davidson Kempner Institutional Partners	Pooled investment fund	**	125,981
	GT ERISA Fund, Ltd.	Pooled investment fund	**	5,531,041
	Eton Park Overseas Fund	Pooled investment fund	**	838,735
	Real estate fund			
	TA Realty Associates	Pooled investment fund	**	670,244
	Income fund			
	Beach Point Strategic Fund	Pooled investment fund	**	152,427
				128,031,266
*	Notes receivable from participants	Interest at 3.25% to 8.25%	**	5,061,745
				$ 133,093,011

* Represents a party in interest.

** Cost information omitted with respect to participant- or beneficiary-directed investments.

Crate and Barrel
Retirement Savings Plan

Financial Statements and
Independent Auditors' Report

December 31, 2012 and 2011

Miller Cooper & Co., Ltd.

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MILLER COOPER & Co., Ltd

ACCOUNTANTS AND CONSULTANTS

INDEPENDENT AUDITORS' REPORT

Board of Trustees
Crate and Barrel Retirement Savings Plan
Northbrook, Illinois

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

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

(Continued)

Disclaimer of Opinion

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

Other Matter

The supplemental information on pages 22 through 23 as of and for the year ended December 31, 2012 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. The supplemental information is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental information.

Report on Form and Content in Compliance with Department of Labor Rules and Regulations

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

MILLER, COOPER & CO., LTD.

Miller, Cooper & Co., Ltd.

Certified Public Accountants

Deerfield, Illinois
October 2, 2013

FINANCIAL STATEMENTS

Crate and Barrel Retirement Savings Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2012 and 2011

ASSETS	2012	2011
Investments, at fair value	$ 128,031,266	$ 48,464,313
Receivables		
Employer profit sharing contributions	1,576,262	-
Notes from participants	5,061,745	1,119,155
	6,638,007	1,119,155
Total assets	134,669,273	49,583,468
LIABILITIES		
Excess contributions	1,600	2,884
Accrued investment consulting fees	109,410	-
Total liabilities	111,010	2,884
Net assets available for benefits, at fair value	134,558,263	49,580,584
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(503,241)	(126,680)
NET ASSETS AVAILABLE FOR BENEFITS	$ 134,055,022	$ 49,453,904

The accompanying notes are an integral part of these statements.

Crate and Barrel Retirement Savings Plan

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year ended December 31, 2012

Additions to net assets attributed to:		
Income		
Net appreciation in value of investments	$	5,243,108
Interest and dividends		2,748,098
		7,991,206
Contributions		
Participant		5,565,107
Employer		1,576,262
		7,141,369
Transfers in from other qualified plans		
Euromarket Designs, Inc. Associates' Profit Sharing Plan and Trust		78,396,272
The Land of Nod Employees' 401(k) Plan		1,247,648
		79,643,920
Total additions		94,776,495
Deductions from net assets attributed to:		
Benefits paid to participants		10,051,269
Investment consulting fees		109,410
Administrative expenses		14,698
Total deductions		10,175,377
NET INCREASE		84,601,118
Net assets available for benefits, beginning of year		49,453,904
Net assets available for benefits, end of year	$	134,055,022

The accompanying notes are an integral part of this statement.

NOTE A - DESCRIPTION OF THE PLAN

The following description of the Crate and Barrel Retirement Savings Plan (the "Plan") provides only general information. Interested parties should refer to the plan document for a more complete description of the Plan's provisions.

1. General

   The Plan is a defined contribution 401(k) plan covering eligible employees of Euromarket Designs, Inc. and Meadowbrook LLC (collectively, the "Company"). Employees are eligible to participate upon hire. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

2. Contributions

   The Plan is funded by voluntary contributions of participants. Participants may contribute to the Plan, through regular payroll deductions, an amount equal to 1% to 75% of compensation, subject to limitations imposed by the Internal Revenue Code. Participants may also roll over amounts representing distributions from other qualified employee benefit plans. Effective October 1, 2012, the Plan was amended and restated to allow for discretionary employer profit sharing contributions, allow for discretionary employer match contributions for employees of Meadowbrook LLC, add a Roth contribution option, and to add an automatic enrollment and automatic increase feature for certain employees (see Note I). The Company accrued for discretionary employer profit sharing contributions to the Plan totaling $1,576,262 for the year ended December 31, 2012.

3. Investment Options

   Participants must direct their salary deferral contributions and the Company's contributions into a variety of investment funds made available and determined by the Plan Administrator. Participants may change their investment options at any time.

NOTE A - DESCRIPTION OF THE PLAN (Continued)

4. Participant Accounts

Each participant's account is credited with the participant's contribution, an allocation of the Company's discretionary profit sharing and matching contributions, and an allocation of plan earnings. The Company's discretionary profit sharing contributions are allocated based on each participant's eligible compensation to total eligible compensation weighted by years of service. The amount of compensation of each participant is weighted for years of service as follows:

Years of Service	Weighting
5 or less	1.0
6 - 10	1.5
11 or more	2.0

The Company's discretionary matching contributions for employees of Meadowbrook LLC are allocated based on a percentage of the participants' contributions. Plan earnings are allocated to participants' accounts in direct proportion to their respective account balances, based on the performance of participants' investment selections. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

5. Vesting

Participants are immediately fully vested in participant and rollover contributions plus the actual earnings thereon. The portion of the participants' accounts attributable to the Company's contributions becomes 33% vested after one year of service, 66% vested after two years of service, and 100% vested after three years of service. In the event of death, disability, or retirement at designated ages, participants become fully vested.

6. Payment of Benefits

On termination of service, a participant may elect to receive a single, lump-sum payment equal to the value of his or her vested account balance or a direct rollover distribution. Hardship withdrawals are also permitted by the Plan.

NOTE A - DESCRIPTION OF THE PLAN (Continued)

7. Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Participants are permitted to take loans from the Plan up to a maximum equal to the lesser of $50,000 or 50% of their vested account balances. The loans are collateralized by the borrowers' respective vested account balances and bear interest at the prime rate in effect at the loan's inception (3.25% to 8.25%). Principal and interest are paid through payroll deductions over a period not to exceed five years, unless for the purchase of a primary residence. Related interest income totaled $80,065 for the year ended December 31, 2012.

8. Accrued Investment Consulting Fees

Accrued investment consulting fees represent fees payable for certain investment services. Accrued investment consulting fees totaled $109,410 at December 31, 2012. There were no accrued investment consulting fees at December 31, 2011.

9. Administrative Expenses

Administrative expenses of the Plan are paid by the Company and the Plan. Administrative expenses paid by the Company were not significant for the year ended December 31, 2012.

10. Forfeitures

At December 31, 2012, unallocated plan assets resulting from forfeited nonvested accounts totaled $60,565. At December 31, 2011, there were no unallocated plan assets. These accounts will be used to pay plan expenses or reduce future Company discretionary profit sharing contributions. Subsequent to year-end, forfeitures of $60,565 were used to pay investment consulting fees.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Accounting

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

Current accounting standards require investment contracts held by a defined contribution plan to be reported at fair value.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

1. Basis of Accounting (Continued)

However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statement of net assets available for benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on the contract value basis.

2. Fair Value Measurements

Current accounting standards establish a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

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

Level 2 Inputs to the valuation methodology include the following:

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

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

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

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. Fair Value Measurements (Continued)

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

The following is a description of the valuation methodologies used for the Plan's investments measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

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

Common collective trust: Valued based on the NAV of units of the common collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimating fair value. The NAV is based upon the fair value of the underlying investments comprising the trust less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV.

Pooled investment funds: Valued at the NAV, as determined by the issuer, or, if not available, accounted for on the equity method, which approximates fair value.

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

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. Fair Value Measurements (Continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2012 and 2011.

	Plan Investments at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Mutual funds				
Money market fund	$ 13,992,810	$ -	$ -	$ 13,992,810
Balanced fund	660,097	-	-	660,097
Fixed income funds	11,934,918	-	-	11,934,918
Growth funds	28,984,712	-	-	28,984,712
Index funds	27,648,786	-	-	27,648,786
International fund	7,691,421	-	-	7,691,421
Target date funds	12,214,903	-	-	12,214,903
Common collective trust				
Fixed income trust	-	17,585,191	-	17,585,191
Pooled investment funds				
Growth funds	-	-	6,495,757	6,495,757
Real estate fund	-	-	670,244	670,244
Income fund	-	-	152,427	152,427
Investments, at fair value	$ 103,127,647	$ 17,585,191	$ 7,318,428	$ 128,031,266

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. Fair Value Measurements (Continued)

	Plan Investments at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Mutual funds				
Balanced fund	$ 394,383	$ -	$ -	$ 394,383
Fixed income funds	6,404,908	-	-	6,404,908
Growth funds	21,911,541	-	-	21,911,541
Index funds	6,983,168	-	-	6,983,168
International fund	3,826,152	-	-	3,826,152
Target date funds	3,807,919	-	-	3,807,919
Common collective trust				
Fixed income trust	-	5,136,242	-	5,136,242
Investments, at fair value	$ 43,328,071	$ 5,136,242	$ -	$ 48,464,313

The Plan held shares of interests in a common collective trust fund at December 31, 2012 and 2011, which is considered a fully benefit-responsive investment contract. There were no unfunded commitments and no redemption limitations or notice periods. The common collective trust fund invests primarily in U.S. government and government agency obligations and nonconvertible bonds.

The following tables set forth additional disclosures of the Plan's Level 3 investments whose fair value is estimated using NAV (or its equivalent) as of December 31, 2012.

	December 31, 2012			
	Fair Value	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
Pooled investment funds				
Growth funds (a)	$ 6,495,757	$ -	Up to 3 years	65-95 days
Real estate fund (b)	670,244	-	Unknown	N/A
Income fund (c)	152,427	-	Quarterly	30 days
	$ 7,318,428	$ -		

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. Fair Value Measurements (Continued)

(a) Invests in global long/short hedge funds and equities, purchasing the debt of distressed and bankrupt companies, and market neutral investments.

(b) Invests in real estate portfolios and mezzanine funding emphasizing office, industrial, retail, multi-family, hotel, and mixed-use projects focusing on higher quality, current return segment of the real estate marketplace.

(c) Invests in high-yield fixed income funds with below average volatility. These investments are typically complex, under-followed, and misunderstood credits.

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

	Pooled Investment Funds
Balance, beginning of year	$ -
Transfers in from the Euromarket Design, Inc. Associates' Profit Sharing Plan and Trust	17,440,564
Realized and unrealized gains on investments	120,568
Sales	(10,242,704)
Balance, end of year	$ 7,318,428

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. Fair Value Measurements (Continued)

The following table represents the Plan's level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments, and the significant unobservable inputs and the ranges of values for those inputs.

Instrument	Fair Value	Principal Valuation Technique	Unobservable Inputs	Range of Significant Input Values
Davidson Kempner Institutional Partner	$ 125,981	NAV	Payout date	1/1/13-12/31/13
GT ERISA Fund, Ltd.	5,531,041	NAV	Payout date	1/1/13-12/31/13
Eton Park Overseas Fund	838,735	NAV	Payout date	1/1/13-12/31/14
TA Realty Associates	670,244	NAV	Illiquid	Various
Beach Point Strategic Fund	152,427	NAV	Payout date	1/1/13-12/31/13
	$ 7,318,428			

In estimating fair value of the investments in Level 3, the Board of Trustees may use third-party pricing sources or appraisers. In substantiating the reasonableness of the pricing data provided by third parties, the Board of Trustees evaluates a variety of factors including review of methods and assumptions used by external sources, recently executed transactions, existing contracts, economic conditions, industry and market developments, and overall credit ratings.

3. Income Recognition

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Unrealized gains or losses from appreciation or depreciation of investments are recognized as increases or decreases in net assets available for benefits.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4. Use of Estimates

In preparing the Plan's financial statements, management is required to make estimates and assumptions that affect the reported amounts of net assets, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of changes in net assets during the reporting period. Actual results could differ from those estimates.

5. Payment of Benefits

Benefits are recorded when paid.

6. Accounting for Uncertainty in Income Taxes

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax period in progress. The Plan Administrator believes the Plan is no longer subject to income tax examinations for years prior to 2009.

NOTE C - INVESTMENTS AND NOTES RECEIVABLE FROM PARTICIPANTS

Investments and notes receivable from participants held at December 31, 2012 and 2011, net appreciation in the value of investments, and interest and dividends for the year ended December 31, 2012, were obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by Fidelity Management Trust Company, the trustee. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the information certified by the trustee.

NOTE C - INVESTMENTS AND NOTES RECEIVABLE FROM PARTICIPANTS (Continued)

The following table presents the fair value of the investments and notes receivable from participants in the Plan. Individual amounts representing more than 5% of the Plan's net assets as of December 31, 2012 and/or 2011, are separately identified.

	2012	2011
Fidelity Management Trust Company		
Mutual Funds		
Fidelity Retirement Money Market Fund	$ 13,992,810	$ -
Fidelity Total Bond Fund	9,992,514	5,430,839
American Beacon Large Cap Value Fund	-	3,847,621
American Beacon Large Cap Value Instl Fund	7,328,784	-
Neuberger Berman Genesis Fund	-	7,297,890
Sentinel Common Stock A Fund	-	4,415,972
Sentinel Common Stock I Fund	8,940,175	-
Spartan 500 Index Institutional Fund	13,147,665	6,253,662
Artisan Mid Cap Value Institutional Fund	12,863,965	-
Fidelity International Discovery Fund	-	3,826,152
Fidelity International Discovery Fund K	7,691,421	-
Other mutual funds	29,170,313	12,255,935
Common Collective Trust		
Fidelity Managed Income Portfolio	17,585,191	5,136,242
Pooled investment funds	7,318,428	-
	128,031,266	48,464,313
Notes receivable from participants	5,061,745	1,119,155
	$ 133,093,011	$ 49,583,468

During the year ended December 31, 2012, the Plan's investments (including investments purchased, held, and sold during the year) appreciated as follows:

Mutual funds	$ 5,122,540
Pooled investments funds	120,568
	$ 5,243,108

NOTE D - INCOME TAX STATUS

Effective October 1, 2012, the Plan has adopted a non-standardized form of a prototype plan sponsored by Fidelity Management Trust Company. The prototype plan has received an opinion letter from the Internal Revenue Service as to the prototype plan's qualified status. The prototype plan opinion letter has been relied upon by this Plan. The Plan Administrator believes that the Plan is designed and is being operated in compliance with the applicable provisions of the Internal Revenue Code.

NOTE E - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of termination, participants become fully vested in their respective account balances.

NOTE F - MARKET RISK

The value of the Plan's investments is subject to market risk associated with potential fluctuations in the values of the underlying securities. Fluctuations in the market value of the Plan's investments could be material to the financial statements.

NOTE G - RELATED-PARTY TRANSACTIONS

Plan investments are managed by Fidelity Management Trust Company. Fidelity Management Trust Company is the trustee, as defined by the Plan; therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for investment management services were included as a reduction of the return earned on each investment.

NOTE H - PLAN MERGER AND TRANSFER ACTIVITY

Effective October 1, 2012, all net assets of the Euromarket Designs, Inc. Associates' Profit Sharing Plan and Trust totaling $78,396,272 were merged into the Plan. Also, effective October 1, 2012, all net assets of The Land of Nod Employees' 401(k) Plan totaling $1,247,648 were merged into the Plan. The total amount transferred into the Plan is comprised of investments, at fair value, totaling $75,060,047 and notes receivable from participants totaling $4,583,873. Interested parties should refer to the related amended and restated adoption agreement for a more complete description of the changes.

NOTE I - PLAN AMENDMENT AND RESTATEMENT

Effective October 1, 2012, the Plan was amended and restated to allow for discretionary employer profit sharing contributions, allow for discretionary employer matching contributions for employees of Meadowbrook LLC, add a Roth contribution option, and to add an automatic enrollment and automatic increase feature for certain employees (see Note A-2). Also, the Plan name was changed from Crate and Barrel 401(k) Plan to Crate and Barrel Retirement Savings Plan. Effective December 31, 2012, the Plan was amended to not allow the automatic deferral increase for participants who are employed by Meadowbrook, LLC. Interested parties should refer to the new adoption agreement for a complete description of the changes.

NOTE J - RECLASSIFICATIONS

Certain reclassifications have been made to the 2011 financial statements to conform to the 2012 presentation. These reclassifications had no effect on the net assets available for benefits as previously stated.

NOTE K - RECONCILIATION OF AUDITED FINANCIAL STATEMENTS TO FORM 5500

The following are reconciliations of net assets available for benefits, participant contributions, income, and benefits paid to participants from these financial statements to the Form 5500. The reconciliation items are a result of the fact that the 2012 Form 5500 was prepared on the cash basis rather than the accrual basis, as required by accounting principles generally accepted in the United States of America, and as a result of the fact that the 2012 and 2011 Form 5500 reports fully benefit-responsive investment contracts at fair value, rather than contract value, as required by accounting principles generally accepted in the United States of America.

	2012	2011
Net assets available for benefits - financial statements	$ 134,055,022	$ 49,453,904
Employer profit sharing contributions receivable	(1,576,262)	-
Excess contributions	1,600	2,884
Accrued investment consulting fees	109,410	-
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	503,241	126,680
Net assets available for benefits - Form 5500	$ 133,093,011	$ 49,583,468

NOTE K - RECONCILIATION OF AUDITED FINANCIAL STATEMENTS TO FORM 5500
(Continued)

	Year ended December 31, 2012
Net increase in net assets available for benefits - financial statements	$ 84,601,118
Adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2011	(126,680)
Adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2012	503,241
Employer profit sharing contributions receivable	(1,576,262)
Excess contributions at December 31, 2011	(2,884)
Excess contributions at December 31, 2012	1,600
Accrued investment consulting fees	109,410
Net income and transfers of assets to the Plan - Form 5500	$ 83,509,543

NOTE L - SUBSEQUENT EVENTS

Plan management has evaluated subsequent events through October 2, 2013, the date that these financial statements were available to be issued. Plan management has determined that no events or transactions, other than described in Note A-10, have occurred subsequent to the statement of net assets available for benefits date that require disclosure in the financial statements.

SUPPLEMENTAL INFORMATION

Crate and Barrel Retirement Savings Plan

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2012

FEIN: 36-2492854
Plan Number: 002

(a)	(b) Identity of issuer, 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
*	Mutual Funds (held by Fidelity Management Trust Company)			
	Money market fund			
	Fidelity Management Trust Co.	Retirement Money Market Fund	**	$ 13,992,810
	Balanced fund			
	Fidelity Management Trust Co.	Fidelity Freedom Index Income Fund	**	660,097
	Fixed income funds			
	Fidelity Management Trust Co.	Fidelity US Bond Index Advantage Fund	**	1,942,404
	Fidelity Management Trust Co.	Fidelity Total Bond Fund	**	9,992,514
	Growth funds			
	Fidelity Management Trust Co.	American Beacon Large Cap Value Instl Fund	**	7,328,784
	Fidelity Management Trust Co.	JPMorgan Large Cap Growth Fund	**	4,384,757
	Fidelity Management Trust Co.	Columbia Small Cap Value II Fund	**	344,509
	Fidelity Management Trust Co.	Columbia Acord International Z Fund	**	437,075
	Fidelity Management Trust Co.	Sentinel Common Stock I Fund	**	8,940,175
	Fidelity Management Trust Co.	T. Rowe Price New Horizons Fund	**	3,327,202
	Fidelity Management Trust Co.	JPMorgan Mid Cap Value Institutional Fund	**	4,222,210
	Index funds			
	Fidelity Management Trust Co.	Spartan Extended Market Index Fund	**	542,966
	Fidelity Management Trust Co.	Spartan International Index Fund	**	475,848
	Fidelity Management Trust Co.	Vanguard Small Cap Index Signal Fund	**	618,342
	Fidelity Management Trust Co.	Spartan 500 Index Institutional Fund	**	13,147,665
	Fidelity Management Trust Co.	Artisan Mid Cap Value Institutional Fund	**	12,863,965
	International fund			
	Fidelity Management Trust Co.	Fidelity International Discovery Fund K	**	7,691,421
	Target date funds			
	Fidelity Management Trust Co.	Fidelity Freedom 2010 Fund	**	367,359
	Fidelity Management Trust Co.	Fidelity Freedom 2015 Fund	**	826,324
	Fidelity Management Trust Co.	Fidelity Freedom 2020 Fund	**	3,104,084
	Fidelity Management Trust Co.	Fidelity Freedom 2025 Fund	**	2,049,513
	Fidelity Management Trust Co.	Fidelity Freedom 2030 Fund	**	1,702,647
	Fidelity Management Trust Co.	Fidelity Freedom 2035 Fund	**	1,289,401
	Fidelity Management Trust Co.	Fidelity Freedom 2040 Fund	**	1,298,820
	Fidelity Management Trust Co.	Fidelity Freedom 2045 Fund	**	795,465
	Fidelity Management Trust Co.	Fidelity Freedom 2050 Fund	**	735,223
	Fidelity Management Trust Co.	Fidelity Freedom 2055 Fund	**	46,067

(Continued)

Crate and Barrel Retirement Savings Plan

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) (Continued)

December 31, 2012

FEIN: 36-2492854
Plan Number: 002

(a)	(b) Identity of issuer, 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
*	Common Collective Trust (held by Fidelity Management Trust Company)			
	Fixed income trust			
	Fidelity Management Trust Co.	Fidelity Managed Income Portfolio	**	$ 17,585,191
	Pooled Investment Funds			
	Growth funds			
	Davidson Kempner Institutional Partners	Pooled investment fund	**	125,981
	GT ERISA Fund, Ltd.	Pooled investment fund	**	5,531,041
	Eton Park Overseas Fund	Pooled investment fund	**	838,735
	Real estate fund			
	TA Realty Associates	Pooled investment fund	**	670,244
	Income fund			
	Beach Point Strategic Fund	Pooled investment fund	**	152,427
				128,031,266
*	Notes receivable from participants	Interest at 3.25% to 8.25%	**	5,061,745
				$ 133,093,011

* Represents a party in interest.

** Cost information omitted with respect to participant- or beneficiary-directed investments.