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
EMSER TILE 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

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)

EMSER TILE, LLC

8431 SANTA MONICA BLVD.
LOS ANGELES, CA 90069

8431 SANTA MONICA BLVD.
LOS ANGELES, CA 90069

2b Employer Identification Number (EIN)
91-2011487

2c Sponsor's telephone number
323-650-2000

2d Business code (see instructions)
442210

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.	10/10/2013	BRUCE WATKINS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

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

EMSER TILE, LLC

8431 SANTA MONICA BLVD.
LOS ANGELES, CA 90069

3b Administrator's EIN: 91-2011487

3c Administrator's telephone number: 323-650-2000

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**	527
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**	517
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	98
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	615
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	615
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	512
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	26
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2T 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
EMSER TILE 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
91-2011487

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)

401K ADVISORS, INC

33-0905143

(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?
27	BROKER	10333	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 65 37 60	RECORDKEEPER	8625	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 [ ]

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.
AM CENT DIV BOND INV - AMERICAN CEN 44-0619208	0.25%

(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.
AM CENT MDCPVAL INV - AMERICAN CENT 44-0619208	0.35%

(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.
BLKRK CAP APPR BR - BNY MELLON INV P.O. BOX 9793 PROVIDENCE, RI 02940	0.25%

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.
BLKRK US OPPS INST - BNY MELLON INV P.O. BOX 9793 PROVIDENCE, RI 02940	0.25%

(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.
DREY BASIC S&P 500 - DREYFUS TRANSF 13-2614959	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.
DREY STRATEGIC VAL I - DREYFUS TRAN 13-2614959	0.35%

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.
INVS SM CAP VAL Y - INVESCO CANADA P.O. BOX 4739 HOUSTON, TX 77210-4739	0.25%

(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.
THORNBURG INT VAL R5 - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.25%

(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: R.H. JOHNSTON ACCOUNTANCY, INC.	**b** EIN:	13-4234719
c	Position: ACCOUNTANT		
d	Address: 21300 VICTORY BLVD, STE 750 WOODLAND HILLS, CA 91367	**e** Telephone:	818-346-9800

Explanation: WINDING DOWN HIS PRACTICE AND MOVING INTO HIS RETIREMENT

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
EMSER TILE 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
EMSER TILE, LLC

D Employer Identification Number (EIN)
91-2011487

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: FA STABLE VALUE

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)
04-3022712-026	C	492952

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

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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
EMSER TILE 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
91-2011487

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	530913	597398
(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)	177099	269971
(9) Value of interest in common/collective trusts	1c(9)	504960	492952
(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)	6090473	7882704
(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	7303445	9243025
	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	7303445	9243025

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)	43340	
	(B) Participants	2a(1)(B)	1489199	
	(C) Others (including rollovers)	2a(1)(C)	133934	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1666473
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	57	
	(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)	9974	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		10031
	(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)	154095	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		154095
	(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)		8176
(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)		729137
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		2567912
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	596722	
(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)		596722
f Corrective distributions (see instructions)	2f		8802
g Certain deemed distributions of participant loans (see instructions)	2g		3847
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)	18961	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		18961
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		628332
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1939580
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [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: GREEN HASSON & JANKS, LLP **(2)** EIN: 95-1777440

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
EMSER TILE 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
91-2011487

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):

EMSER TILE 401(K) PLAN

FINANCIAL STATEMENTS

YEARS ENDED
DECEMBER 31, 2012 AND 2011

EMSER TILE 401(K) PLAN

FINANCIAL STATEMENTS

YEARS ENDED
DECEMBER 31, 2012 AND 2011

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Green Hasson Janks

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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator of the
Emser Tile 401(k) Plan

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of Emser Tile 401(k) Plan (the Plan), which comprise the statement of net assets available for benefits as of December 31, 2012 and 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
Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility
Our responsibility is to express an opinion on these financial statements based on 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 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the 2012 financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of and for the year ended December 31, 2012 that the information provided to the plan administrator by the trustee is complete and accurate.

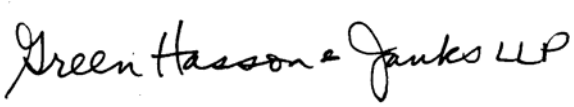
Disclaimer of Opinion
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the December 31, 2012 financial statements. Accordingly, we do not express an opinion on the December 31, 2012 financial statements referred to in the first paragraph.

Other Matter - Supplemental Schedule
We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2012, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

To the Plan Administrator of the
Emser Tile 401(k) Plan

Report on Form and Content in Compliance with DOL Rules and Regulations 2012
The form and content of the information included in the December 31, 2012 financial statements and supplemental schedule, other than that derived from the information certified 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.

Other Matter - 2011 Financial Statements
The financial statements of the plan as of December 31, 2011 were audited by other auditors. 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 (ERISA), the plan administrator instructed the predecessor auditors not to perform and they did not perform, any auditing procedures with respect to the information certified by the trustee. Their report, dated September 25, 2012, indicated that (a) because of the significance of the information that they did not audit, they were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, were 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.



October 7, 2013
Los Angeles, California

EMSER TILE 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31	
	2012	2011
ASSETS:		
Investments at Fair Value:		
Investment Accounts (Participant Directed)	$ 8,973,054	$ 7,126,346
Receivables:		
Employer's Contributions	44,687	43,340
Notes Receivable from Participants	269,971	177,099
TOTAL RECEIVABLES	314,658	220,439
NET ASSETS REFLECTING ALL INVESTMENTS AT FAIR VALUE	9,287,712	7,346,785
Adjustment from Fair Value to Contract Value for Fully Benefit Responsive Investment Contract	(16,510)	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 9,271,202	$ 7,346,785

The Accompanying Notes are an Integral Part of These Financial Statements

EMSER TILE 401(K) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year Ended December 31, 2012

ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment Income:		
Interest and Dividend Income	$ 145,818	
Net Appreciation in Fair Value of Investments (Including Realized and Unrealized Gains and Losses)	729,137	
TOTAL INVESTMENT INCOME		$ 874,955
Interest Income on Notes Receivable from Participants		9,974
Contributions:		
Participants	1,489,199	
Employer	44,687	
Rollovers	133,934	
TOTAL CONTRIBUTIONS		1,667,820
TOTAL ADDITIONS		2,552,749
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits Paid to Participants	(609,371)	
Administrative Expenses	(18,961)	
TOTAL DEDUCTIONS		(628,332)
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS		1,924,417
Net Assets Available for Benefits - Beginning of Year		7,346,785
NET ASSETS AVAILABLE FOR BENEFITS - END OF YEAR		$ 9,271,202

The Accompanying Notes are an Integral Part of These Financial Statements

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of the Emser Tile 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

(a) GENERAL

The Plan is a defined contribution 401(k) plan which covers all eligible employees of Emser Tile, LLC (the Company). An employee must be at least 18 years old in order to participate in the Plan and may enter the plan immediately upon meeting all eligibility requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan became effective on January 1, 1998. The Plan was most recently amended effective December 1, 2010 to change eligibility, requirements of employer matching contributions, and the effective dates of participant elected changes.

(b) CONTRIBUTIONS

A participant may elect to contribute up to 100% of eligible compensation, subject to IRS regulation limitations. The Company may, at the directive of its board of directors, make a discretionary matching contribution and/or a discretionary profit sharing contribution to the participants of the Plan as of the last day of the year, which is allocated based on a percentage of each participant's contribution.

(c) PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's contributions, the Company's matching contributions, and an allocation of Plan earnings. The benefit to which a participant is entitled is the vested benefit that can be provided from the participant's account.

(d) VESTING

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the remainder of their accounts increases by 20% per year after completion of two years of continuous service then vests at a rate of 20% for the next four years. A participant is 100% vested after six years of continuous service.

(e) NOTES RECEIVABLE FROM PARTICIPANTS

A participant may borrow up to 50% of their vested account balance subject to a minimum amount of $1,000 and a maximum amount of $50,000. Loan terms range from one to five years, or longer for the purchase of a primary residence. These loans bear interest at a rate which is comparable to commercial lending institutions. Loans are secured by the participant's vested interest in the Plan. At December 31, 2012, interest rates on loans ranged from 5.25% to 6.25%. Principal and interest are paid through payroll deductions.

NOTE 1 - DESCRIPTION OF THE PLAN (continued)

(f) PAYMENT OF BENEFITS

On termination of service, a participant may elect to receive a single lump-sum payment of the vested value of his or her account or equal installments for a period not exceeding life expectancy. In-service distributions of vested account balances are permissible under the Plan if the participant incurred a financial hardship. Benefits are recorded when paid. There were no benefit claims for participants who have elected to withdraw from the plan but have not yet been paid as of December 31, 2012.

(g) FORFEITURES

Forfeitures of terminated participants' non-vested accounts can be used to reduce administrative expenses. Any excess forfeitures can be used to reduce future employer contributions. During the year ended December 31, 2012, the Company used $12,033 of available forfeitures to pay certain administrative expenses of the Plan. Total available forfeitures at December 31, 2012 amounted to $6,306.

(h) ADMINISTRATIVE EXPENSES

The Company incurs certain expenses in administering the Plan, which are not passed on as expenses of the Plan.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) BASIS OF ACCOUNTING

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

(b) USE OF ESTIMATES

The preparation of financial statements in accordance with generally accepted accounting principles requires the Plan administrator to make estimates and assumptions. Those estimates and assumptions affect the reported amounts of assets and liabilities, and the reported revenues and expenses during the reporting period. Although the Plan administrator believes its estimates are appropriate, changes in assumptions utilized in preparing such estimates could cause these estimates to change sometime in the future.

(c) RISKS AND UNCERTAINTIES

The Plan utilizes various investment instruments, including an insurance investment contracts and mutual funds. Investment instruments, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment instruments, it is reasonably possible that changes in the values of investment instruments will occur in the near term and that such changes could materially affect amounts reported in the financial statements.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) INVESTMENT VALUATION AND INCOME RECOGNITION

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits 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 a contract value basis.

(e) NOTES RECEIVABLE FROM PARTICIPANTS

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

(f) SUBSEQUENT EVENTS

The Plan has evaluated events and transactions occurring subsequent to the statement of net assets available for benefits date of December 31, 2012, for items that should potentially be recognized or disclosed in these financial statements. The evaluation was conducted through October 7, 2013, the date these financial statements were available to be issued. No such material events or transactions were noted to have occurred.

NOTE 3 - INVESTMENTS

The Plan's funds are maintained by Fidelity Management Trust Company (Fidelity). The funds are credited with contributions and actual earnings on the underlying investments and charged for Plan withdrawals. The Plan's funds in the financial statements as of December 31, 2012 and 2011 are the values as reported to the Plan by Fidelity.

The following was certified as to being complete and accurate by Fidelity:

- Investment accounts and notes receivable from participants as shown in the statements of net assets available for benefits as of December 31, 2012 and 2011.
- Net appreciation in fair value of investments and interest and dividend income on investments and investment income on notes receivable from participants as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2012.

The Plan's independent auditors did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the statements of net assets available for benefits and changes in net assets available for benefits.

Participants may change their investment options at their discretion.

The following presents the investments at December 31 that represent 5% or more of the Plan's net assets:

	2012	2011
American Century Diversified Bond Investor Class Fund	$ 726,070	$ 653,993
Blackrock Capital Appreciation Institutional Fund	952,417	827,892
Blackrock U.S. Opportunities Institutional Fund	780,261	654,169
Dreyfus Premier Strategic Value Fund	766,295	643,768
Fidelity Asset Manager 85% Fund	871,270	719,236
Fidelity Freedom 2035 Fund	506,243	*
Fidelity Retirement Money Market Portfolio	597,398	530,913
Fidelity Stable Value Portfolio (contract value)	476,442	488,839
Thornburg International Value R5 Fund	745,743	628,055

* Represents less than 5% of the Plan's assets.

NOTE 4 - FAIR VALUE MEASUREMENT

The Plan has implemented the fair value accounting standard. This standard establishes a single authoritative definition of fair value, sets out a framework for measuring fair value based on inputs used, and requires additional disclosures about fair value measurements.

In general, fair values determined by Level 1 inputs utilize quoted prices (unadjusted) in active markets for identical assets. Fair values determined by Level 2 inputs utilize data points that are observable such as quoted prices, interest rates and yield curves. Fair values determined by Level 3 inputs are unobservable data points for the asset and include situations where there is little, if any, market activity for the asset.

The following table presents information about the Plan's assets that are measured at fair value on a recurring basis at December 31, 2012 and 2011, and indicates the fair value hierarchy of the valuation techniques utilized to determine such fair value:

		Fair Value Measurements Using		
	Year Ended December 31	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
2012:				
Interest-Bearing Cash	$ 597,398	$ 597,398	$ -	$ -
Mutual Funds:				
Index Funds	131,624	131,624	-	-
Balanced Funds	3,408,030	3,408,030	-	-
Growth Funds	3,503,326	3,503,326	-	-
Bond Funds	839,724	839,724	-	-
TOTAL MUTUAL FUNDS	7,882,704	7,882,704	-	-
Guaranteed Investment Contracts	492,952	-	-	492,952
TOTAL INVESTMENTS AT FAIR VALUE	$ 8,973,054	$ 8,480,102	$ -	$ 492,952

NOTE 4 - FAIR VALUE MEASUREMENT (continued)

		Fair Value Measurements Using		
	Year Ended December 31	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
2011:				
Interest-Bearing Cash	$ 530,913	$ 530,913	$ -	$ -
Mutual Funds:				
Index Funds	37,496	37,496	-	-
Balanced Funds	2,437,857	2,437,857	-	-
Growth Funds	2,876,271	2,876,271	-	-
Bond Funds	738,849	738,849	-	-
TOTAL MUTUAL FUNDS	6,090,473	6,090,473	-	-
Guaranteed Investment Contracts	504,960	-	-	504,960
TOTAL INVESTMENTS AT FAIR VALUE	$ 7,126,346	$ 6,621,386	$ -	$ 504,960

The following is a description of the valuation methodologies used for assets measured at fair value:

- **Interest-Bearing Cash:** Valued at carrying amount which approximates its fair value at year end.
- **Mutual Funds:** Valued at the closing price reported on the active market on which the individual securities are traded.
- **Guaranteed Investment Contracts:** Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer.

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 management 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 4 - FAIR VALUE MEASUREMENT (continued)

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2012:

	Fair Value Measurement Using Significant Unobservable Inputs (Level 3) Guaranteed Investment Contracts
Balance - January 1, 2012	$ 504,960
Purchases	139,185
Settlements	(151,193)
BALANCE - DECEMBER 31, 2012	$ 492,952
Amount of Total Gains or Losses Attributable to the Change in Unrealized Gains or Losses Relating to Assets Held at the Reporting Date	$ -

During the year ended December 31, 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $729,137, which was earned entirely from the Plan's investment in mutual funds.

NOTE 5 - INVESTMENT CONTRACT WITH INSURANCE COMPANY

The Plan entered into a benefit-responsive investment contract with Fidelity. Fidelity maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

As described in Note 2d, because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. Contract value, as reported to the Plan by Fidelity, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. As of December 31, 2012, the contract value and fair value of the guaranteed investment contract amounts to $476,442 and $492,952, respectively. As of December 31, 2011, the contract value and fair value of the guaranteed investment contract amounted to $488,839 and $504,960, respectively.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than 2%. Such interest rates are reviewed monthly for resetting.

NOTE 6 - TAX STATUS

On October 9, 2003, the Internal Revenue Service stated that the prototype adopted by the Plan, as then designed, qualifies under Section 401(a) of the Internal Revenue Code (IRC). The Plan has not received a determination letter specific to the Plan itself; however, the Plan administrator believes that the Plan was designed and was being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 7 - EXEMPT PARTY-IN-INTEREST TRANSACTIONS

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

NOTE 8 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

In the event the Plan is terminated, all assets shall become 100% vested and the assets will be allocated to each participant in the proportion each account balance bears to the total of all account balances.

NOTE 9 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of the net assets available for benefits and the net increase in net assets available for benefits per the financial statements to the Form 5500:

	2012	2011
Net Assets Available for Benefits Per the Financial Statements	$ 9,271,202	$ 7,346,785
Less: Employer Contributions Receivable	(44,687)	(43,340)
Add: Adjustment from Fair Value to Contract Value for Fully Benefit Responsive Investment Contract	16,510	-
NET ASSETS AVAILABLE FOR BENEFITS PER FORM 5500	$ 9,243,025	$ 7,303,445

NOTE 9 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (continued)

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements to the Form 5500:

	2012
Net Increase in Net Assets Available for Benefits Per the Financial Statements	$ 1,924,417
Add: Adjustment from Fair Value to Contract Value For Fully Benefit Responsive Investment Contract (Net)	16,510
Less: Employer Contributions Receivable at December 31, 2012	(44,687)
Add: Employer Contributions Receivable at December 31, 2011	43,340
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS PER FORM 5500	$ 1,939,580

Contributions are recorded on the Form 5500 when received.

The fully benefit responsive insurance contract is recorded at contract value in the financial statements and at fair value on the Form 5500.

EMSER TILE 401(K) PLAN

SUPPLEMENTAL SCHEDULE

DECEMBER 31, 2012

EMSER TILE 401(K) PLAN
EIN 91-2011487 PN 001

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)
As of December 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost **	(e) Current Value
	American Century Investments	American Century Diversified Bond Investor Class Fund		$ 726,070
		American Century Mid Cap Value Investor Fund		53,617
	BlackRock Investments	BlackRock Capital Appreciation Institutional Fund		952,417
		BlackRock U.S Opportunities Institutional Fund		780,261
	The Dreyfus Corporation	Dreyfus Basic S&P 500 Stock Index Fund		131,624
		Dreyfus Premier Strategic Value Fund		766,295
*	Fidelity Management Trust Company	Fidelity Asset Manager 85% Fund		871,270
		Fidelity Freedom 2005 Fund		6,645
		Fidelity Freedom 2010 Fund		39,816
		Fidelity Freedom 2015 Fund		133,058
		Fidelity Freedom 2020 Fund		421,950
		Fidelity Freedom 2025 Fund		199,540
		Fidelity Freedom 2030 Fund		146,502
		Fidelity Freedom 2035 Fund		506,243
		Fidelity Freedom 2040 Fund		272,042
		Fidelity Freedom 2045 Fund		188,680
		Fidelity Freedom 2050 Fund		89,106
		Fidelity Freedom 2055 Fund		7,558
		Fidelity Freedom Income Fund		24,954
		Fidelity Government Income Fund		37,437
		Fidelity Inflation-Protected Bond Fund		113,654
		Fidelity International Discovery Fund		93,570
		Fidelity Leveraged Company Stock Fund		169,028
		Fidelity New Insights A Fund		92,954
		Fidelity Retirement Money Market Portfolio		597,398
		Fidelity Small Cap Fund		55,537
		Fidelity Small Cap Growth Fund		60,681
		Fidelity Small Cap Value Fund		110,306
		Fidelity Stable Value Portfolio		492,952
		Fidelity Worldwide Fund		41,911
	Invesco	Small Cap Value Y Fund		44,235
	Thornburg Investment Management	International Value R5 Fund		745,743
	Participant Loans	Participant Loans with Interest Rates Ranging from 5.25% to 6.25% Per Annum, Maturing through November 2022		269,971
	TOTAL			$ 9,243,025

* Party-in-Interest
** Participant Directed Investments

See Independent Auditors' Report

EMSER TILE 401(K) PLAN

FINANCIAL STATEMENTS

YEARS ENDED
DECEMBER 31, 2012 AND 2011

EMSER TILE 401(K) PLAN

FINANCIAL STATEMENTS

YEARS ENDED
DECEMBER 31, 2012 AND 2011

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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator of the
Emser Tile 401(k) Plan

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of Emser Tile 401(k) Plan (the Plan), which comprise the statement of net assets available for benefits as of December 31, 2012 and 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
Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility
Our responsibility is to express an opinion on these financial statements based on 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 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the 2012 financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of and for the year ended December 31, 2012 that the information provided to the plan administrator by the trustee is complete and accurate.

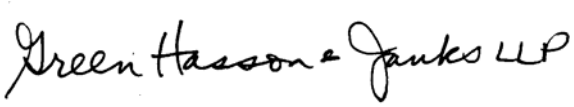
Disclaimer of Opinion
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the December 31, 2012 financial statements. Accordingly, we do not express an opinion on the December 31, 2012 financial statements referred to in the first paragraph.

Other Matter - Supplemental Schedule
We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2012, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

To the Plan Administrator of the
Emser Tile 401(k) Plan

Report on Form and Content in Compliance with DOL Rules and Regulations 2012
The form and content of the information included in the December 31, 2012 financial statements and supplemental schedule, other than that derived from the information certified 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.

Other Matter - 2011 Financial Statements
The financial statements of the plan as of December 31, 2011 were audited by other auditors. 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 (ERISA), the plan administrator instructed the predecessor auditors not to perform and they did not perform, any auditing procedures with respect to the information certified by the trustee. Their report, dated September 25, 2012, indicated that (a) because of the significance of the information that they did not audit, they were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, were 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.



October 7, 2013
Los Angeles, California

EMSER TILE 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31	
	2012	2011
ASSETS:		
Investments at Fair Value:		
Investment Accounts (Participant Directed)	$ 8,973,054	$ 7,126,346
Receivables:		
Employer's Contributions	44,687	43,340
Notes Receivable from Participants	269,971	177,099
TOTAL RECEIVABLES	314,658	220,439
NET ASSETS REFLECTING ALL INVESTMENTS AT FAIR VALUE	9,287,712	7,346,785
Adjustment from Fair Value to Contract Value for Fully Benefit Responsive Investment Contract	(16,510)	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 9,271,202	$ 7,346,785

The Accompanying Notes are an Integral Part of These Financial Statements

EMSER TILE 401(K) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year Ended December 31, 2012

ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment Income:		
Interest and Dividend Income	$ 145,818	
Net Appreciation in Fair Value of Investments (Including Realized and Unrealized Gains and Losses)	729,137	
TOTAL INVESTMENT INCOME		$ 874,955
Interest Income on Notes Receivable from Participants		9,974
Contributions:		
Participants	1,489,199	
Employer	44,687	
Rollovers	133,934	
TOTAL CONTRIBUTIONS		1,667,820
TOTAL ADDITIONS		2,552,749
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits Paid to Participants	(609,371)	
Administrative Expenses	(18,961)	
TOTAL DEDUCTIONS		(628,332)
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS		1,924,417
Net Assets Available for Benefits - Beginning of Year		7,346,785
NET ASSETS AVAILABLE FOR BENEFITS - END OF YEAR		$ 9,271,202

The Accompanying Notes are an Integral Part of These Financial Statements

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of the Emser Tile 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

(a) GENERAL

The Plan is a defined contribution 401(k) plan which covers all eligible employees of Emser Tile, LLC (the Company). An employee must be at least 18 years old in order to participate in the Plan and may enter the plan immediately upon meeting all eligibility requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan became effective on January 1, 1998. The Plan was most recently amended effective December 1, 2010 to change eligibility, requirements of employer matching contributions, and the effective dates of participant elected changes.

(b) CONTRIBUTIONS

A participant may elect to contribute up to 100% of eligible compensation, subject to IRS regulation limitations. The Company may, at the directive of its board of directors, make a discretionary matching contribution and/or a discretionary profit sharing contribution to the participants of the Plan as of the last day of the year, which is allocated based on a percentage of each participant's contribution.

(c) PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's contributions, the Company's matching contributions, and an allocation of Plan earnings. The benefit to which a participant is entitled is the vested benefit that can be provided from the participant's account.

(d) VESTING

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the remainder of their accounts increases by 20% per year after completion of two years of continuous service then vests at a rate of 20% for the next four years. A participant is 100% vested after six years of continuous service.

(e) NOTES RECEIVABLE FROM PARTICIPANTS

A participant may borrow up to 50% of their vested account balance subject to a minimum amount of $1,000 and a maximum amount of $50,000. Loan terms range from one to five years, or longer for the purchase of a primary residence. These loans bear interest at a rate which is comparable to commercial lending institutions. Loans are secured by the participant's vested interest in the Plan. At December 31, 2012, interest rates on loans ranged from 5.25% to 6.25%. Principal and interest are paid through payroll deductions.

NOTE 1 - DESCRIPTION OF THE PLAN (continued)

(f) PAYMENT OF BENEFITS

On termination of service, a participant may elect to receive a single lump-sum payment of the vested value of his or her account or equal installments for a period not exceeding life expectancy. In-service distributions of vested account balances are permissible under the Plan if the participant incurred a financial hardship. Benefits are recorded when paid. There were no benefit claims for participants who have elected to withdraw from the plan but have not yet been paid as of December 31, 2012.

(g) FORFEITURES

Forfeitures of terminated participants' non-vested accounts can be used to reduce administrative expenses. Any excess forfeitures can be used to reduce future employer contributions. During the year ended December 31, 2012, the Company used $12,033 of available forfeitures to pay certain administrative expenses of the Plan. Total available forfeitures at December 31, 2012 amounted to $6,306.

(h) ADMINISTRATIVE EXPENSES

The Company incurs certain expenses in administering the Plan, which are not passed on as expenses of the Plan.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) BASIS OF ACCOUNTING

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

(b) USE OF ESTIMATES

The preparation of financial statements in accordance with generally accepted accounting principles requires the Plan administrator to make estimates and assumptions. Those estimates and assumptions affect the reported amounts of assets and liabilities, and the reported revenues and expenses during the reporting period. Although the Plan administrator believes its estimates are appropriate, changes in assumptions utilized in preparing such estimates could cause these estimates to change sometime in the future.

(c) RISKS AND UNCERTAINTIES

The Plan utilizes various investment instruments, including an insurance investment contracts and mutual funds. Investment instruments, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment instruments, it is reasonably possible that changes in the values of investment instruments will occur in the near term and that such changes could materially affect amounts reported in the financial statements.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) INVESTMENT VALUATION AND INCOME RECOGNITION

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits 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 a contract value basis.

(e) NOTES RECEIVABLE FROM PARTICIPANTS

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

(f) SUBSEQUENT EVENTS

The Plan has evaluated events and transactions occurring subsequent to the statement of net assets available for benefits date of December 31, 2012, for items that should potentially be recognized or disclosed in these financial statements. The evaluation was conducted through October 7, 2013, the date these financial statements were available to be issued. No such material events or transactions were noted to have occurred.

NOTE 3 - INVESTMENTS

The Plan's funds are maintained by Fidelity Management Trust Company (Fidelity). The funds are credited with contributions and actual earnings on the underlying investments and charged for Plan withdrawals. The Plan's funds in the financial statements as of December 31, 2012 and 2011 are the values as reported to the Plan by Fidelity.

The following was certified as to being complete and accurate by Fidelity:

- Investment accounts and notes receivable from participants as shown in the statements of net assets available for benefits as of December 31, 2012 and 2011.
- Net appreciation in fair value of investments and interest and dividend income on investments and investment income on notes receivable from participants as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2012.

The Plan's independent auditors did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the statements of net assets available for benefits and changes in net assets available for benefits.

Participants may change their investment options at their discretion.

The following presents the investments at December 31 that represent 5% or more of the Plan's net assets:

	2012	2011
American Century Diversified Bond Investor Class Fund	$ 726,070	$ 653,993
Blackrock Capital Appreciation Institutional Fund	952,417	827,892
Blackrock U.S. Opportunities Institutional Fund	780,261	654,169
Dreyfus Premier Strategic Value Fund	766,295	643,768
Fidelity Asset Manager 85% Fund	871,270	719,236
Fidelity Freedom 2035 Fund	506,243	*
Fidelity Retirement Money Market Portfolio	597,398	530,913
Fidelity Stable Value Portfolio (contract value)	476,442	488,839
Thornburg International Value R5 Fund	745,743	628,055

* Represents less than 5% of the Plan's assets.

NOTE 4 - FAIR VALUE MEASUREMENT

The Plan has implemented the fair value accounting standard. This standard establishes a single authoritative definition of fair value, sets out a framework for measuring fair value based on inputs used, and requires additional disclosures about fair value measurements.

In general, fair values determined by Level 1 inputs utilize quoted prices (unadjusted) in active markets for identical assets. Fair values determined by Level 2 inputs utilize data points that are observable such as quoted prices, interest rates and yield curves. Fair values determined by Level 3 inputs are unobservable data points for the asset and include situations where there is little, if any, market activity for the asset.

The following table presents information about the Plan's assets that are measured at fair value on a recurring basis at December 31, 2012 and 2011, and indicates the fair value hierarchy of the valuation techniques utilized to determine such fair value:

		Fair Value Measurements Using		
	Year Ended December 31	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
2012:				
Interest-Bearing Cash	$ 597,398	$ 597,398	$ -	$ -
Mutual Funds:				
Index Funds	131,624	131,624	-	-
Balanced Funds	3,408,030	3,408,030	-	-
Growth Funds	3,503,326	3,503,326	-	-
Bond Funds	839,724	839,724	-	-
TOTAL MUTUAL FUNDS	7,882,704	7,882,704	-	-
Guaranteed Investment Contracts	492,952	-	-	492,952
TOTAL INVESTMENTS AT FAIR VALUE	$ 8,973,054	$ 8,480,102	$ -	$ 492,952

NOTE 4 - FAIR VALUE MEASUREMENT (continued)

		Fair Value Measurements Using		
	Year Ended December 31	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
2011:				
Interest-Bearing Cash	$ 530,913	$ 530,913	$ -	$ -
Mutual Funds:				
Index Funds	37,496	37,496	-	-
Balanced Funds	2,437,857	2,437,857	-	-
Growth Funds	2,876,271	2,876,271	-	-
Bond Funds	738,849	738,849	-	-
TOTAL MUTUAL FUNDS	6,090,473	6,090,473	-	-
Guaranteed Investment Contracts	504,960	-	-	504,960
TOTAL INVESTMENTS AT FAIR VALUE	$ 7,126,346	$ 6,621,386	$ -	$ 504,960

The following is a description of the valuation methodologies used for assets measured at fair value:

- **Interest-Bearing Cash:** Valued at carrying amount which approximates its fair value at year end.
- **Mutual Funds:** Valued at the closing price reported on the active market on which the individual securities are traded.
- **Guaranteed Investment Contracts:** Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer.

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 management 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 4 - FAIR VALUE MEASUREMENT (continued)

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2012:

	Fair Value Measurement Using Significant Unobservable Inputs (Level 3) Guaranteed Investment Contracts
Balance - January 1, 2012	$ 504,960
Purchases	139,185
Settlements	(151,193)
BALANCE - DECEMBER 31, 2012	$ 492,952
Amount of Total Gains or Losses Attributable to the Change in Unrealized Gains or Losses Relating to Assets Held at the Reporting Date	$ -

During the year ended December 31, 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $729,137, which was earned entirely from the Plan's investment in mutual funds.

NOTE 5 - INVESTMENT CONTRACT WITH INSURANCE COMPANY

The Plan entered into a benefit-responsive investment contract with Fidelity. Fidelity maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

As described in Note 2d, because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. Contract value, as reported to the Plan by Fidelity, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. As of December 31, 2012, the contract value and fair value of the guaranteed investment contract amounts to $476,442 and $492,952, respectively. As of December 31, 2011, the contract value and fair value of the guaranteed investment contract amounted to $488,839 and $504,960, respectively.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than 2%. Such interest rates are reviewed monthly for resetting.

NOTE 6 - TAX STATUS

On October 9, 2003, the Internal Revenue Service stated that the prototype adopted by the Plan, as then designed, qualifies under Section 401(a) of the Internal Revenue Code (IRC). The Plan has not received a determination letter specific to the Plan itself; however, the Plan administrator believes that the Plan was designed and was being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 7 - EXEMPT PARTY-IN-INTEREST TRANSACTIONS

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

NOTE 8 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

In the event the Plan is terminated, all assets shall become 100% vested and the assets will be allocated to each participant in the proportion each account balance bears to the total of all account balances.

NOTE 9 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of the net assets available for benefits and the net increase in net assets available for benefits per the financial statements to the Form 5500:

	2012	2011
Net Assets Available for Benefits Per the Financial Statements	$ 9,271,202	$ 7,346,785
Less: Employer Contributions Receivable	(44,687)	(43,340)
Add: Adjustment from Fair Value to Contract Value for Fully Benefit Responsive Investment Contract	16,510	-
NET ASSETS AVAILABLE FOR BENEFITS PER FORM 5500	$ 9,243,025	$ 7,303,445

NOTE 9 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (continued)

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements to the Form 5500:

	2012
Net Increase in Net Assets Available for Benefits Per the Financial Statements	$ 1,924,417
Add: Adjustment from Fair Value to Contract Value For Fully Benefit Responsive Investment Contract (Net)	16,510
Less: Employer Contributions Receivable at December 31, 2012	(44,687)
Add: Employer Contributions Receivable at December 31, 2011	43,340
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS PER FORM 5500	$ 1,939,580

Contributions are recorded on the Form 5500 when received.

The fully benefit responsive insurance contract is recorded at contract value in the financial statements and at fair value on the Form 5500.

EMSER TILE 401(K) PLAN

SUPPLEMENTAL SCHEDULE

DECEMBER 31, 2012

EMSER TILE 401(K) PLAN
EIN 91-2011487 PN 001

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)
As of December 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost **	(e) Current Value
	American Century Investments	American Century Diversified Bond Investor Class Fund		$ 726,070
		American Century Mid Cap Value Investor Fund		53,617
	BlackRock Investments	BlackRock Capital Appreciation Institutional Fund		952,417
		BlackRock U.S Opportunities Institutional Fund		780,261
	The Dreyfus Corporation	Dreyfus Basic S&P 500 Stock Index Fund		131,624
		Dreyfus Premier Strategic Value Fund		766,295
*	Fidelity Management Trust Company	Fidelity Asset Manager 85% Fund		871,270
		Fidelity Freedom 2005 Fund		6,645
		Fidelity Freedom 2010 Fund		39,816
		Fidelity Freedom 2015 Fund		133,058
		Fidelity Freedom 2020 Fund		421,950
		Fidelity Freedom 2025 Fund		199,540
		Fidelity Freedom 2030 Fund		146,502
		Fidelity Freedom 2035 Fund		506,243
		Fidelity Freedom 2040 Fund		272,042
		Fidelity Freedom 2045 Fund		188,680
		Fidelity Freedom 2050 Fund		89,106
		Fidelity Freedom 2055 Fund		7,558
		Fidelity Freedom Income Fund		24,954
		Fidelity Government Income Fund		37,437
		Fidelity Inflation-Protected Bond Fund		113,654
		Fidelity International Discovery Fund		93,570
		Fidelity Leveraged Company Stock Fund		169,028
		Fidelity New Insights A Fund		92,954
		Fidelity Retirement Money Market Portfolio		597,398
		Fidelity Small Cap Fund		55,537
		Fidelity Small Cap Growth Fund		60,681
		Fidelity Small Cap Value Fund		110,306
		Fidelity Stable Value Portfolio		492,952
		Fidelity Worldwide Fund		41,911
	Invesco	Small Cap Value Y Fund		44,235
	Thornburg Investment Management	International Value R5 Fund		745,743
	Participant Loans	Participant Loans with Interest Rates Ranging from 5.25% to 6.25% Per Annum, Maturing through November 2022		269,971
	TOTAL			$ 9,243,025

* Party-in-Interest
** Participant Directed Investments

See Independent Auditors' Report