

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
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1991</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/1991</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/1991</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>ESSILOR OF AMERICA, INC.</u> <u>13515 NORTH STEMMONS FREEWAY</u> <u>DALLAS, TX 75234</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>59-3294787</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>214-496-4100</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>423990</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>59-3294787</u>	2c Sponsor's telephone number <u>214-496-4100</u>	2d Business code (see instructions) <u>423990</u>	
2b Employer Identification Number (EIN) <u>59-3294787</u>					
2c Sponsor's telephone number <u>214-496-4100</u>					
2d Business code (see instructions) <u>423990</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	10/15/2013 Date	LORI J RIVERA Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	10/15/2013 Date	LORI J RIVERA 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		3b Administrator's EIN 3c Administrator's telephone number
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 6327
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	4860
b Retired or separated participants receiving benefits.....	6b	12
c Other retired or separated participants entitled to future benefits.....	6c	1451
d Subtotal. Add lines 6a , 6b , and 6c	6d	6323
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	6323
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	6323
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	1
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: 2J 2F 2G 2K 3H 2E 2T 2S		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance 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. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ESSILOR OF AMERICA, INC.</u>	D Employer Identification Number (EIN) <u>59-3294787</u>	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier

PRUDENTIAL RETIREMENT INSURANCE & ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
<u>06-1050034</u>	<u>93629</u>	<u>37367-001</u>	<u>6323</u>	<u>01/01/2012</u>	<u>12/31/2012</u>

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
<u>0</u>	<u>0</u>

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

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(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
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(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
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(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	82395758
5 Current value of plan's interest under this contract in separate accounts at year end	5	180926791

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ **GUARANTEED GENERAL ACCOUNT CONTRACT**

b Balance at the end of the previous year	7b	79176634
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c Additions: (1) Contributions deposited during the year	7c(1)	7047134	
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)	2073909	
(4) Transferred from separate account	7c(4)	10083079	
(5) Other (specify below)	7c(5)	1499495	

▶ **LOAN REPAYMENTS TRANSFERS IN**

(6) Total additions	7c(6)	20703617
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d Total of balance and additions (add lines 7b and 7c(6))	7d	99880251
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	9115092	
(2) Administration charge made by carrier	7e(2)		
(3) Transferred to separate account	7e(3)	6464560	
(4) Other (specify below)	7e(4)	1904841	

▶ **LOAN INITIATIONS, TRANSFERS OUT MISCELLANEOUS OUT FORFEITURE DEBITS**

(5) Total deductions	7e(5)	17484493
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	82395758
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Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
b ☐ Dental
c ☐ Vision
d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
f ☐ Long-term disability
g ☐ Supplemental unemployment
h ☐ Prescription drug
i ☐ Stop loss (large deductible)
j ☐ HMO contract
k ☐ PPO contract
l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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

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

A Name of plan ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 ESSILOR OF AMERICA, INC.	D Employer Identification Number (EIN) 59-3294787

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

06-1050034

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

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(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?
13 15 50 60 64	NONE	50140	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
PRUDENTIAL RETIREMENT INSURANCE AND	15 64	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.
PRUDENTIAL RETIREMENT INSURANCE AND 06-1050034	5,000 BPS AND \$0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2012 TO 12/31/2012 GUARANTEED INCOME FUND

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

A Name of plan <u>ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) <u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>ESSILOR OF AMERICA, INC.</u>	D Employer Identification Number (EIN) <u>59-3294787</u>

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>CORE BOND ENHAN INDEX</u>		
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS.</u>		
c EIN-PN <u>06-1050034-036</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>36236051</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>DRYDEN S & P 500 INDEX FUND</u>		
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS.</u>		
c EIN-PN <u>06-1050034-123</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>8670799</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>IFX LT AGG GROWTH FD I</u>		
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS.</u>		
c EIN-PN <u>06-1050034-511</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1112036</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>IFX LT BALANCED FUND I</u>		
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS.</u>		
c EIN-PN <u>06-1050034-513</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1645167</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>IFX LT CONSERVATIVE FD I</u>		
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS.</u>		
c EIN-PN <u>06-1050034-514</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1020640</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>IFX LT GROWTH FUND I</u>		
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS.</u>		
c EIN-PN <u>06-1050034-512</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>533802</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>IFX LT INC & EQUITY FD I & S</u>		
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS.</u>		
c EIN-PN <u>06-1050034-515</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1286149</u>

a Name of MTIA, CCT, PSA, or 103-12 IE: LARGE CAP VALUE / AJO FUND**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-129	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 26568268
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a Name of MTIA, CCT, PSA, or 103-12 IE: LRGE CP GRWTH/JENNISON FD**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-408	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 30063395
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a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP VALUE/SYSTEMATIC**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-647	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3889855
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a Name of MTIA, CCT, PSA, or 103-12 IE: MID GROWTH WESTFIELD CAP**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-560	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9732995
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a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP VALUE/CEREDEX**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-256	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13361813
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a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH/TIMESSQ**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-132	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 14679570
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a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATL BLEND/THORNBURG**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-719	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 32126251
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

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

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

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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Part II Information on Participating Plans (to be completed by DFEs)

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

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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 ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 ESSILOR OF AMERICA, INC.		D Employer Identification Number (EIN) 59-3294787

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	0	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	8168031	8124847
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)	157845329	180926791
(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)	2035282	3317826
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	79176634	82395758
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	247225276	274765222

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	247225276	274765222
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	11940514	
(B) Participants	2a(1)(B)	15781761	
(C) Others (including rollovers)	2a(1)(C)	1237119	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		28959394

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	352378	
(F) Other	2b(1)(F)	2073909	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2426287

(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)	23131	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		23131

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		22201908
(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)		461473
c Other income.....	2c		92806
d Total income. Add all income amounts in column (b) and enter total.....	2d		54164999

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	26551852	
(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)		26551852
f Corrective distributions (see instructions)	2f		19934
g Certain deemed distributions of participant loans (see instructions).....	2g		2895
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)	50372	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		50372
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		26625053

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		27539946
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: WHITLEY PENN LLP

(2) EIN: 75-2393478

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

5b(1) Name of plan(s)

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 ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 ESSILOR OF AMERICA, INC.		D Employer Identification Number (EIN) 59-3294787
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): 22-1211670		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....		3
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☐ No ☐ N/A		
If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____		
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)		6a
b Enter the amount contributed by the employer to the plan for this plan year		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☐ N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No		
Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No		
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.		
Schedule R (Form 5500) 2012 v. 120126		

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): _____

**ESSILOR OF AMERICA
RETIREMENT SAVINGS PLAN**

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE**

**Years Ended December 31, 2012 and 2011
with Report of Independent Auditors**

**ESSILOR OF AMERICA
RETIREMENT SAVINGS PLAN**

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE**

Years Ended December 31, 2012 and 2011

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NOTE: All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted since they are either not applicable or the information required therein has been included in the financial statements or notes thereto.

REPORT OF INDEPENDENT AUDITORS

To the Plan Management of the
Essilor of America Retirement Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Essilor of America Retirement Savings Plan (the “Plan”), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management’s Responsibility for the Financial Statements

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 (“GAAS”). 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 (“DOL”) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (“ERISA”), the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in the notes to the financial statements, which was certified by the trustees of the Plan, Prudential Bank & Trust, F.S.B. and Prudential Retirement Insurance and Annuity Company, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the trustees hold the Plan’s investment assets and execute investment transactions. The Plan Administrator has obtained a certification from the trustees as of and for the years ended December 31, 2012 and 2011, that the information provided to the Plan Administrator by the trustees is complete and accurate.

Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year), 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA. 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.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustees, have been audited by us in accordance with GAAS and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

A handwritten signature in black ink that reads "Whitley Penn LLP". The signature is written in a cursive, flowing style.

Dallas, Texas
October 15, 2013

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2012	2011
Assets		
Investments at fair value:		
Pooled separate accounts	\$ 180,926,791	\$ 157,845,329
Mutual funds	3,317,826	2,035,282
Insurance company general account	82,395,758	79,176,634
Total investments	<u>266,640,375</u>	<u>239,057,245</u>
Receivables:		
Employer contributions	202,253	452,848
Employee contributions	-	563,086
Notes receivable from participant loans	8,124,847	8,168,031
Total receivables	<u>8,327,100</u>	<u>9,183,965</u>
Total assets	<u>274,967,475</u>	<u>248,241,210</u>
Net assets available for benefits	<u><u>\$ 274,967,475</u></u>	<u><u>\$ 248,241,210</u></u>

See accompanying notes to financial statements.

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year Ended December 31,	
	2012	2011
Additions to Net Assets		
Investment income (loss):		
Net realized and unrealized gain (loss)		
on investments	\$ 22,663,381	\$ (5,093,039)
Interest and dividends	2,097,040	2,116,777
Total investment income (loss)	<u>24,760,421</u>	<u>(2,976,262)</u>
 Interest on notes receivable from participant loans	 352,851	 342,904
 Contributions:		
Participants	15,328,914	14,639,067
Employer	11,663,132	11,348,201
Rollover	1,237,119	1,465,480
Transfer of assets	-	16,552,556
Total contributions	<u>28,229,165</u>	<u>44,005,304</u>
 Total additions to net assets	 53,342,437	 41,371,946
 Deductions from Net Assets		
Benefits paid to participants	26,565,800	28,025,565
Administrative expenses	<u>50,372</u>	<u>44,653</u>
 Total deductions from net assets	 <u>26,616,172</u>	 <u>28,070,218</u>
 Net increase in net assets available for benefits	 26,726,265	 13,301,728
 Net assets available for benefits at beginning of year	 <u>248,241,210</u>	 <u>234,939,482</u>
 Net assets available for benefits at end of year	 <u><u>\$274,967,475</u></u>	 <u><u>\$248,241,210</u></u>

See accompanying notes to financial statements.

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

A. Description of Plan

Plan Description

The following description of the Essilor of America Retirement Savings Plan (the “Plan”) provides only general information. The Plan is sponsored by Essilor of America, Inc. (the “Company” or “Plan Sponsor”). Participants should refer to the Plan Document for a more complete description of the Plan’s provisions. The Plan’s corporate offices are located in Dallas, Texas.

General

The Plan was established effective January 1, 1991, by merging the assets of the Silor Optical, Inc. Savings and Protection Plan and the Silor Optical of Florida, Inc. Retirement Savings Plan. Effective January 1, 1992, the Plan was amended to include all eligible employees of Essilor Technologies of America, Inc. (formerly known as AIT Industries, Inc.), a wholly-owned subsidiary. Effective January 1, 1993, the Plan was amended to include all eligible employees of L.E.A.D., USA, Inc., a wholly-owned subsidiary. Effective January 1, 1996, the Plan was amended to include all employees of Varilux Corporation, a wholly-owned subsidiary.

The Plan was restated effective January 1, 2006, and is a defined contribution plan covering all employees of the Company except: (1) those who are a member of a collective bargaining unit as to which there is evidence that retirement benefits were the subject of good faith collective bargaining unless a collective bargaining agreement covering such employee provides for the employee’s participation in the Plan; (2) a leased employee; (3) a non-resident alien; (4) an independent contractor; (5) an employee that is a temporary transfer; and, (6) an employee who is employed by a subsidiary that is not a participating employer. Eligible employees may enter the Plan on the first day of any payroll period beginning after being employed for not less than 60 days. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

The purpose of the Plan is to encourage the Company’s employees to save and invest, systematically, a portion of their current compensation so that they and their families may have a source of additional income upon their retirement or in the event of death.

Contributions

Participants may contribute up to 100% of pre-tax annual compensation, as defined by the Plan. Contributions are subject to limitations on annual additions and other limitations imposed by the Internal Revenue Code (the “Code”) as defined in the Plan Document. Employees who are eligible to make salary deferral contributions under the Plan and who have attained age 50 before the close of the Plan year shall be eligible for catch-up contributions in accordance with, and subject to, the limitations imposed by the Code.

The Company will match participant contributions equal to 100% up to 6% of eligible compensation.

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS *(continued)*

A. Description of Plan – continued

Contributions – continued

Participants must be employed on the last day of the Plan year to be eligible to receive profit sharing contributions. In both 2012 and 2011 the Company elected not to contribute profit sharing contributions.

Participant Accounts

Each participant's account is credited with the participant's elective contribution, employer contribution(s), and earnings thereon. Allocations are based on participant earnings or account balances as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately fully vested in their elective contributions and Company matching or profit sharing contributions, plus actual earnings thereon. For Company matching or profit sharing contributions made prior to 2006, participants were vested 20% for each full year of eligible service.

Notes Receivable from Participants

Participants may borrow a minimum of \$1,000 and up to a maximum equal to the lesser of \$50,000 reduced by the excess of the highest outstanding balance of loans from the Plan during the one-year period ending on the day before the date on which such loan was made, or 50% of their vested account balance. Loan terms range from one to five years or in the case of a loan to purchase or construct the primary residence of a participant, a period not to exceed a repayment period of 10 years. The loans are secured by a portion of the participant's account balance and bear interest at a fixed rate equal to prime plus one percent. Principal and interest are paid ratably through payroll deductions. Interest rates on outstanding loans as of December 31, 2012, ranged from 4.25% to 10.75%.

Benefit Payments

Participants withdrawing during the year for reasons of service or disability, retirement, death, or termination are entitled to their vested account balance. The normal form of benefit payable is a cash single sum distribution. A participant may elect to receive payment in annual, quarterly or monthly equal installments over a period not to exceed limitations imposed by the Code. If withdrawing participants are not entitled to their entire account balance, the amounts not received are forfeited.

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (*continued*)

A. Description of Plan – continued

Benefit Payments – continued

A participant may receive a hardship distribution from the vested portion of the participant's account if the distribution is: (1) on account of medical expenses that would otherwise be deductible by the participant for federal income tax purposes pursuant to section 213 of the Code that have been incurred by the participant, the participant's spouse, or dependents; (2) to purchase a principal residence of the participant (excluding mortgage payments or rehabilitation costs); (3) for the payment of tuition, related educational fees, and room and board expenses for the next 12 months of post-secondary education for the participant, the participant's spouse, or child, or dependent; (4) needed to prevent eviction of the participant from the participant's principal residence or foreclosure on the mortgage of the participant's principal residence; (5) for the payment of burial or funeral expenses for a deceased spouse, child, or dependents; or (6) for the payment of expense for repair of damage to principal residence that would qualify for the casualty deduction under the Code.

Forfeitures

Forfeited balances of terminated participants' non-vested accounts are first used to reinstate previously forfeited account balances of former participants that are re-hired before incurring a five consecutive year break-in-service. All other forfeited amounts are used to reduce future Company contributions.

Investment Options

Participants may direct their salary deferrals in any combination into any of the investment options of the eligible Prudential Retirement Insurance and Annuity Company ("Prudential") investment funds offered.

Administrative Expenses

Employees of the Company perform certain administrative functions of the Plan with no compensation from the Plan. The Company generally pays substantially all costs relating to asset charges and recordkeeping. Additionally, the majority of administrative costs of the Plan are paid by the Company and are not reflected in the accompanying financial statements except for those expenses paid by Plan participants.

B. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are presented on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (*continued*)

B. Summary of Significant Accounting Policies – continued

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from these estimates.

Contributions

Contributions from the Company and participants are accrued as they become obligations of the Company, as determined by the Plan Administrator, and in the period in which they are deducted, in accordance with salary deferral agreements.

Investments Valuation and Income Recognition

The investments of the Plan are stated at fair value as of the end of the Plan year. In September 2006 the Financial Accounting Standards Board (“FASB”) issued Accounting Standard Codification (“ASC”) 820-10, *Fair Value Measurements*. FASB ASC 820-10 defines fair value, establishes a framework for measuring fair value, and expands disclosures about assets and liabilities measured at fair value. For information related to the Plan’s valuation methodologies under FASB ASC 820-10, see Note D of these financial statements.

In 1994 the Plan entered into a group annuity contract with Prudential. Prudential maintains contributions in pooled separate accounts or insurance company general accounts established as investment vehicles for qualified retirement plans. Plan contributions are invested in any or all of seventeen Prudential funds, including one guaranteed income fund, based upon the participant’s discretion.

The pooled separate accounts are credited with Plan contributions and earnings on the underlying investments and charged for Plan withdrawals and administrative expenses charged by Prudential. The assets of each of the pooled separate accounts are invested in shares of the designated underlying mutual funds. In addition, from time to time Prudential may invest amounts in short-term money market instruments, cash, or cash equivalents. The pooled separate accounts are stated at fair value as of December 31, 2012 and 2011.

Dividends are recorded on the ex-dividend date. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participant account balances and the amounts reported in the accompanying financial statements.

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (*continued*)

B. Summary of Significant Accounting Policies – continued

Fully Benefit-Responsive Investment Contracts

As described in FASB ASC 965-325-05 (formerly Staff Position, FSP AAG INV-1 and SOP 94-4-1), *Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined Contribution Health and Welfare and Pension Plans* (the “FSP”), 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 Plan invests in an insurance company general account which is fully benefits responsive. The general account is a guaranteed income account based on insurance contracts and is credited with Plan contributions and earnings on the underlying investments, and charged for Plan withdrawals and administrative expenses charged by Prudential. For this reason, the investment is considered to be fully benefit-responsive and therefore must be reported at fair value. However the adjustment from contract value to fair value for 2012 and 2011 were determined to be zero, as contract value approximates fair value.

The average yield earned by the Plan as of December 31, 2012 and 2011, was 2.55% and 2.95%, respectively, and the average crediting interest rate was approximately 2.55% and 2.95%, respectively. The crediting interest rate is determined semi-annually by Prudential, but cannot be less than zero. Principal and interest in the general account are guaranteed against loss by Prudential. Circumstances that would limit a participant’s ability to transact with the fund are not considered probable of occurring. Under no circumstances are the participant accounts in the general account settled at amounts other than contract value.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance.

Payment of Benefits

Benefits are recorded when paid.

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS *(continued)*

B. Summary of Significant Accounting Policies – continued

Recently Issued Accounting Pronouncements

In May 2011 the FASB issued Accounting Standards Update (“ASU”) 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs*, ASU 2011-04 amended ASC Topic No. 820, to converge the fair value measurement guidance in GAAP and International Financial Reporting Standards. Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC Topic No. 820. In addition, ASU 2011-04 requires additional fair value disclosures, although certain of these new disclosures will not be required for nonpublic entities like the Plan. The amendments were to be applied prospectively and were effective for annual periods beginning after December 15, 2011. Plan management determined that the provisions of ASU 2011-04 did not have a material effect on the Plan’s financial statements.

C. Investments

The following table presents the individual investments that exceeded 5% of the Plan’s net assets available for benefits at December 31,:

Description	2012
Prudential Guaranteed Income Fund	\$82,395,758
Prudential Core Bond Fund – Enhance Index	36,236,051
Prudential International Blend Thornburg	32,126,251
Prudential Large Cap Growth / Jennison Fund	30,063,395
Prudential Large Cap Value / AJO fund	26,568,268
Prudential Small Growth Fund / Timessquare	14,679,570
Description	2011
Prudential Guaranteed Income Fund	\$79,176,634
Prudential Core Bond Fund – Enhance Index	31,513,251
Prudential International Blend Thornburg	27,799,243
Prudential Large Cap Growth / Jennison Fund	25,976,011
Prudential Large Cap Value / AJO fund	23,416,501
Prudential Small Growth Fund / Timessquare	12,725,606

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS *(continued)*

C. Investments – continued

The Plan's net realized and unrealized gains (losses) on investments were comprised of the following as of December 31,:

	<u>2012</u>	<u>2011</u>
Pooled separate accounts	\$22,201,908	\$ (4,587,817)
Mutual fund	<u>461,473</u>	<u>(505,222)</u>
Net realized and unrealized gains (losses) on investments	<u>\$22,663,381</u>	<u>\$ (5,093,039)</u>

D. Fair Value Measurements

FASB ASC Topic No. 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date and establishes a three-tier hierarchy that is used to identify assets and liabilities measured at fair value. The hierarchy focuses on the inputs used to measure fair value and requires that the lowest level input be used. The three levels defined in FASB ASC Topic No. 820 are as follows:

- Level 1 — observable inputs that are based upon quoted market prices for identical assets or liabilities within active markets.
- Level 2 — observable inputs other than Level 1 that are based upon quoted market prices for similar assets or liabilities, based upon quoted prices within inactive markets, or inputs other than quoted market prices that are observable through market data for substantially the full term of the asset or liability.
- Level 3 — inputs that are unobservable for the particular asset or liability due to little or no market activity and are significant to the fair value of the asset or liability. These inputs reflect assumptions that market participants would use when valuing the particular asset or liability.

FASB ASC Topic No. 820 requires that we describe the methodologies used to measure the fair value of assets and liabilities. These methodologies were consistently applied to all assets and liabilities carried as of December 31, 2012 and 2011. We have described below the methodology used to measure each major category of assets and liabilities. There have been no changes in the methodologies used at December 31, 2012 and 2011.

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS *(continued)*

D. Fair Value Measurements – continued

- The mutual fund is measured using quoted market prices available on an active market and classified within Level 1 of the valuation hierarchy.
- Pooled separate accounts are valued using the accumulation of numerous mutual funds and other investments whose values are determined by quoted markets, which approximates fair value and are classified within Level 2 of the valuation hierarchy.
- The insurance company general account is valued at its contract value, which approximates fair value, and is classified within Level 2 of the valuation hierarchy.

The following table details the Plan's investments at fair value by level, within the fair value hierarchy, as of December 31, 2011 and 2010. The Plan has no assets classified within Level 3 of the valuation hierarchy.

	Assets at Fair Value as of December 31, 2012		
	Level 1	Level 2	Total
Mutual fund:			
International stock – emerging markets	\$ 3,317,826	\$ -	\$ 3,317,826
Pooled separate accounts:			
Guaranteed income	-	36,236,051	36,236,051
Large-cap stock – value	-	26,568,268	26,568,268
Large-cap stock – growth	-	30,063,395	30,063,395
Fixed income	-	5,597,794	5,597,794
Mid-cap stock – growth	-	9,732,995	9,732,995
International stock – blend	-	32,126,251	32,126,251
Large-cap stock – blend	-	8,670,799	8,670,799
Small-cap stock – value	-	13,361,813	13,361,813
Small-cap stock – growth	-	14,679,570	14,679,570
Mid-cap stock – value	-	3,889,855	3,889,855
Insurance company general account	-	82,395,758	82,395,758
Total assets at fair value	\$ 3,317,826	\$263,322,549	\$266,640,375

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (continued)

D. Fair Value Measurements – continued

	Assets at Fair Value as of December 31, 2011		
	Level 1	Level 2	Total
Mutual fund:			
International stock – emerging markets	\$ 2,035,282	\$ -	\$ 2,035,282
Pooled separate accounts:			
Guaranteed income	-	31,513,251	31,513,251
Large-cap stock – value	-	23,416,501	23,416,501
Large-cap stock – growth	-	25,976,011	25,976,011
Fixed income	-	5,056,624	5,056,624
Mid-cap stock – growth	-	8,680,903	8,680,903
International stock – blend	-	27,799,243	27,799,243
Large-cap stock – blend	-	7,340,300	7,340,300
Small-cap stock – value	-	11,746,554	11,746,554
Small-cap stock – growth	-	12,725,606	12,725,606
Mid-cap stock – value	-	3,590,336	3,590,336
Insurance company general account	-	79,176,634	79,176,634
Total assets at fair value	<u>\$ 2,035,282</u>	<u>\$237,021,963</u>	<u>\$239,057,245</u>

E. Forfeitures

At December 31, 2011, unallocated forfeited amounts approximated \$76,000. There were no such unallocated forfeitures at December 31, 2012. During 2012 and 2011 approximately \$91,000 and \$47,000, respectively, were used to offset employer contributions.

F. Tax Status

The Plan received a determination letter from the Internal Revenue Service (the “IRS”) dated September 11, 2008, stating that the Plan is qualified under Section 401(a) of the Code and, therefore, the related trust is exempt from federal income taxes. The Plan has submitted an application to the IRS for a new letter. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan has been amended since receiving the determinations letter; however, the Plan Administrator believes that the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS *(continued)*

F. Tax Status – continued

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Company believes it is no longer subject to income tax examination for years prior to 2009.

G. Party-In-Interest Transactions

The Plan invests in shares of pooled separate accounts and an insurance company general account managed by Prudential. Prudential acts as trustee for only those investments as defined by the Plan. Transactions in such investments qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules.

H. Plan Termination

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan at any time, subject to the provisions of ERISA. In the event of such termination of the Plan, participants would become fully vested and the net assets of the Plan would be distributed among the participants in accordance with ERISA.

I. Information Certified by the Trustees

The Plan's administrative committee elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan's administrative committee limited auditing procedures with respect to the investment information certified by the trustees, which included total investments as of December 31, 2012 and 2011, the total investment income (loss) for the years ended December 31, 2012 and 2011, and all information included in the Form 5500 Schedule H, line 4i Schedule of Assets (Held at End of Year).

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS *(continued)*

J. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the Form 5500 to the financial statements at December 31,:

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements	\$274,967,475	\$ 248,241,210
Current year receivables	<u>(202,253)</u>	<u>(1,015,934)</u>
Net assets available for benefits per the Form 5500	<u><u>\$274,765,222</u></u>	<u><u>\$ 247,225,276</u></u>

The following is a reconciliation of the net decrease in assets to the Plan per Form 5500 to the financial statements at December 31,:

	<u>2012</u>	<u>2011</u>
Net increase in assets to the Plan per the financial statements	\$ 26,726,265	\$ 13,301,728
Current year employer receivable	(202,253)	(1,015,934)
Prior year employer receivable	<u>1,015,934</u>	<u>999,034</u>
Net increase in assets to the Plan per the Form 5500	<u><u>\$ 27,539,946</u></u>	<u><u>\$ 13,284,828</u></u>

The reconciling items noted above are due to the Form 5500 being prepared on the cash basis whereas the Plan's financial statements are prepared on the accrual basis of accounting as required by GAAP.

K. Subsequent Events

In preparing the accompanying financial statements, management of has evaluated all subsequent events and transactions for potential recognition or disclosure through October 15, 2013, the date the financial statements were available for issuance.

SUPPLEMENTAL SCHEDULE

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN

FORM 5500, SCHEDULE H, LINE 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2012

EIN: 59-3294787

Plan: 001

(a)	(b) Identity of Issue	(c) Description of Investments	(d) Cost	(e) Current Value
*	Prudential Retirement Insurance & Annuity Company	Guaranteed Income Fund	**	\$ 82,395,758
*	Prudential Retirement Insurance & Annuity Company	Core Bond Fund - Enhance Index	**	36,236,051
*	Prudential Retirement Insurance & Annuity Company	International Blend Thornburg	**	32,126,251
*	Prudential Retirement Insurance & Annuity Company	Large Cap Growth / Jennison Fund	**	30,063,395
*	Prudential Retirement Insurance & Annuity Company	Large Cap Value / AJO fund	**	26,568,268
*	Prudential Retirement Insurance & Annuity Company	Small Growth Fund/Timesquare	**	14,679,570
*	Prudential Retirement Insurance & Annuity Company	Small Cap Value / Ceredex	**	13,361,813
*	Prudential Retirement Insurance & Annuity Company	MID Growth Westfield Cap	**	9,732,995
*	Prudential Retirement Insurance & Annuity Company	Dryden S&P 500 Index Fund	**	8,670,799
*	Prudential Retirement Insurance & Annuity Company	MID Cap Value/Systematic	**	3,889,855
*	Prudential Retirement Insurance & Annuity Company	OPPENHEIMER DEV MARKETS Y	**	3,317,826
*	Prudential Retirement Insurance & Annuity Company	IFX LT BALANCED FUND (I)	**	1,645,167
*	Prudential Retirement Insurance & Annuity Company	IFX LT INC & EQUITY FD (I)	**	1,117,885
*	Prudential Retirement Insurance & Annuity Company	IFX LT AGG GROWTH FD	**	1,112,036
*	Prudential Retirement Insurance & Annuity Company	IFX LT CONSERVATIVE FD	**	1,020,640
*	Prudential Retirement Insurance & Annuity Company	IFX LT GROWTH FUND	**	533,802
*	Prudential Retirement Insurance & Annuity Company	IFX LT INC & EQUITY FD (S)	**	168,264
*	Participant Loans	1 - 5 years, 4.25% to 10.75%	-0-	8,124,847
	Total investments			<u><u>\$ 274,765,222</u></u>

* A party-in-interest to the Plan as defined by ERISA.

** Cost not necessary because participant directed investments

**ESSILOR OF AMERICA
RETIREMENT SAVINGS PLAN**

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE**

**Years Ended December 31, 2012 and 2011
with Report of Independent Auditors**

**ESSILOR OF AMERICA
RETIREMENT SAVINGS PLAN**

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE**

Years Ended December 31, 2012 and 2011

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NOTE: All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted since they are either not applicable or the information required therein has been included in the financial statements or notes thereto.

REPORT OF INDEPENDENT AUDITORS

To the Plan Management of the
Essilor of America Retirement Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Essilor of America Retirement Savings Plan (the “Plan”), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management’s Responsibility for the Financial Statements

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 (“GAAS”). 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 (“DOL”) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (“ERISA”), the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in the notes to the financial statements, which was certified by the trustees of the Plan, Prudential Bank & Trust, F.S.B. and Prudential Retirement Insurance and Annuity Company, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the trustees hold the Plan’s investment assets and execute investment transactions. The Plan Administrator has obtained a certification from the trustees as of and for the years ended December 31, 2012 and 2011, that the information provided to the Plan Administrator by the trustees is complete and accurate.

Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year), 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA. 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.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustees, have been audited by us in accordance with GAAS and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

A handwritten signature in black ink that reads "Whitley Penn LLP". The signature is written in a cursive, flowing style.

Dallas, Texas
October 15, 2013

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2012	2011
Assets		
Investments at fair value:		
Pooled separate accounts	\$ 180,926,791	\$ 157,845,329
Mutual funds	3,317,826	2,035,282
Insurance company general account	82,395,758	79,176,634
Total investments	<u>266,640,375</u>	<u>239,057,245</u>
Receivables:		
Employer contributions	202,253	452,848
Employee contributions	-	563,086
Notes receivable from participant loans	8,124,847	8,168,031
Total receivables	<u>8,327,100</u>	<u>9,183,965</u>
Total assets	<u>274,967,475</u>	<u>248,241,210</u>
Net assets available for benefits	<u><u>\$ 274,967,475</u></u>	<u><u>\$ 248,241,210</u></u>

See accompanying notes to financial statements.

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year Ended December 31,	
	2012	2011
Additions to Net Assets		
Investment income (loss):		
Net realized and unrealized gain (loss)		
on investments	\$ 22,663,381	\$ (5,093,039)
Interest and dividends	2,097,040	2,116,777
Total investment income (loss)	<u>24,760,421</u>	<u>(2,976,262)</u>
Interest on notes receivable from participant loans	352,851	342,904
Contributions:		
Participants	15,328,914	14,639,067
Employer	11,663,132	11,348,201
Rollover	1,237,119	1,465,480
Transfer of assets	-	16,552,556
Total contributions	<u>28,229,165</u>	<u>44,005,304</u>
Total additions to net assets	53,342,437	41,371,946
Deductions from Net Assets		
Benefits paid to participants	26,565,800	28,025,565
Administrative expenses	<u>50,372</u>	<u>44,653</u>
Total deductions from net assets	<u>26,616,172</u>	<u>28,070,218</u>
Net increase in net assets available for benefits	26,726,265	13,301,728
Net assets available for benefits at beginning of year	<u>248,241,210</u>	<u>234,939,482</u>
Net assets available for benefits at end of year	<u><u>\$274,967,475</u></u>	<u><u>\$248,241,210</u></u>

See accompanying notes to financial statements.

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

A. Description of Plan

Plan Description

The following description of the Essilor of America Retirement Savings Plan (the “Plan”) provides only general information. The Plan is sponsored by Essilor of America, Inc. (the “Company” or “Plan Sponsor”). Participants should refer to the Plan Document for a more complete description of the Plan’s provisions. The Plan’s corporate offices are located in Dallas, Texas.

General

The Plan was established effective January 1, 1991, by merging the assets of the Silor Optical, Inc. Savings and Protection Plan and the Silor Optical of Florida, Inc. Retirement Savings Plan. Effective January 1, 1992, the Plan was amended to include all eligible employees of Essilor Technologies of America, Inc. (formerly known as AIT Industries, Inc.), a wholly-owned subsidiary. Effective January 1, 1993, the Plan was amended to include all eligible employees of L.E.A.D., USA, Inc., a wholly-owned subsidiary. Effective January 1, 1996, the Plan was amended to include all employees of Varilux Corporation, a wholly-owned subsidiary.

The Plan was restated effective January 1, 2006, and is a defined contribution plan covering all employees of the Company except: (1) those who are a member of a collective bargaining unit as to which there is evidence that retirement benefits were the subject of good faith collective bargaining unless a collective bargaining agreement covering such employee provides for the employee’s participation in the Plan; (2) a leased employee; (3) a non-resident alien; (4) an independent contractor; (5) an employee that is a temporary transfer; and, (6) an employee who is employed by a subsidiary that is not a participating employer. Eligible employees may enter the Plan on the first day of any payroll period beginning after being employed for not less than 60 days. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

The purpose of the Plan is to encourage the Company’s employees to save and invest, systematically, a portion of their current compensation so that they and their families may have a source of additional income upon their retirement or in the event of death.

Contributions

Participants may contribute up to 100% of pre-tax annual compensation, as defined by the Plan. Contributions are subject to limitations on annual additions and other limitations imposed by the Internal Revenue Code (the “Code”) as defined in the Plan Document. Employees who are eligible to make salary deferral contributions under the Plan and who have attained age 50 before the close of the Plan year shall be eligible for catch-up contributions in accordance with, and subject to, the limitations imposed by the Code.

The Company will match participant contributions equal to 100% up to 6% of eligible compensation.

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS *(continued)*

A. Description of Plan – continued

Contributions – continued

Participants must be employed on the last day of the Plan year to be eligible to receive profit sharing contributions. In both 2012 and 2011 the Company elected not to contribute profit sharing contributions.

Participant Accounts

Each participant's account is credited with the participant's elective contribution, employer contribution(s), and earnings thereon. Allocations are based on participant earnings or account balances as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately fully vested in their elective contributions and Company matching or profit sharing contributions, plus actual earnings thereon. For Company matching or profit sharing contributions made prior to 2006, participants were vested 20% for each full year of eligible service.

Notes Receivable from Participants

Participants may borrow a minimum of \$1,000 and up to a maximum equal to the lesser of \$50,000 reduced by the excess of the highest outstanding balance of loans from the Plan during the one-year period ending on the day before the date on which such loan was made, or 50% of their vested account balance. Loan terms range from one to five years or in the case of a loan to purchase or construct the primary residence of a participant, a period not to exceed a repayment period of 10 years. The loans are secured by a portion of the participant's account balance and bear interest at a fixed rate equal to prime plus one percent. Principal and interest are paid ratably through payroll deductions. Interest rates on outstanding loans as of December 31, 2012, ranged from 4.25% to 10.75%.

Benefit Payments

Participants withdrawing during the year for reasons of service or disability, retirement, death, or termination are entitled to their vested account balance. The normal form of benefit payable is a cash single sum distribution. A participant may elect to receive payment in annual, quarterly or monthly equal installments over a period not to exceed limitations imposed by the Code. If withdrawing participants are not entitled to their entire account balance, the amounts not received are forfeited.

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (*continued*)

A. Description of Plan – continued

Benefit Payments – continued

A participant may receive a hardship distribution from the vested portion of the participant's account if the distribution is: (1) on account of medical expenses that would otherwise be deductible by the participant for federal income tax purposes pursuant to section 213 of the Code that have been incurred by the participant, the participant's spouse, or dependents; (2) to purchase a principal residence of the participant (excluding mortgage payments or rehabilitation costs); (3) for the payment of tuition, related educational fees, and room and board expenses for the next 12 months of post-secondary education for the participant, the participant's spouse, or child, or dependent; (4) needed to prevent eviction of the participant from the participant's principal residence or foreclosure on the mortgage of the participant's principal residence; (5) for the payment of burial or funeral expenses for a deceased spouse, child, or dependents; or (6) for the payment of expense for repair of damage to principal residence that would qualify for the casualty deduction under the Code.

Forfeitures

Forfeited balances of terminated participants' non-vested accounts are first used to reinstate previously forfeited account balances of former participants that are re-hired before incurring a five consecutive year break-in-service. All other forfeited amounts are used to reduce future Company contributions.

Investment Options

Participants may direct their salary deferrals in any combination into any of the investment options of the eligible Prudential Retirement Insurance and Annuity Company ("Prudential") investment funds offered.

Administrative Expenses

Employees of the Company perform certain administrative functions of the Plan with no compensation from the Plan. The Company generally pays substantially all costs relating to asset charges and recordkeeping. Additionally, the majority of administrative costs of the Plan are paid by the Company and are not reflected in the accompanying financial statements except for those expenses paid by Plan participants.

B. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are presented on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (*continued*)

B. Summary of Significant Accounting Policies – continued

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from these estimates.

Contributions

Contributions from the Company and participants are accrued as they become obligations of the Company, as determined by the Plan Administrator, and in the period in which they are deducted, in accordance with salary deferral agreements.

Investments Valuation and Income Recognition

The investments of the Plan are stated at fair value as of the end of the Plan year. In September 2006 the Financial Accounting Standards Board (“FASB”) issued Accounting Standard Codification (“ASC”) 820-10, *Fair Value Measurements*. FASB ASC 820-10 defines fair value, establishes a framework for measuring fair value, and expands disclosures about assets and liabilities measured at fair value. For information related to the Plan’s valuation methodologies under FASB ASC 820-10, see Note D of these financial statements.

In 1994 the Plan entered into a group annuity contract with Prudential. Prudential maintains contributions in pooled separate accounts or insurance company general accounts established as investment vehicles for qualified retirement plans. Plan contributions are invested in any or all of seventeen Prudential funds, including one guaranteed income fund, based upon the participant’s discretion.

The pooled separate accounts are credited with Plan contributions and earnings on the underlying investments and charged for Plan withdrawals and administrative expenses charged by Prudential. The assets of each of the pooled separate accounts are invested in shares of the designated underlying mutual funds. In addition, from time to time Prudential may invest amounts in short-term money market instruments, cash, or cash equivalents. The pooled separate accounts are stated at fair value as of December 31, 2012 and 2011.

Dividends are recorded on the ex-dividend date. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participant account balances and the amounts reported in the accompanying financial statements.

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (*continued*)

B. Summary of Significant Accounting Policies – continued

Fully Benefit-Responsive Investment Contracts

As described in FASB ASC 965-325-05 (formerly Staff Position, FSP AAG INV-1 and SOP 94-4-1), *Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined Contribution Health and Welfare and Pension Plans* (the “FSP”), 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 Plan invests in an insurance company general account which is fully benefits responsive. The general account is a guaranteed income account based on insurance contracts and is credited with Plan contributions and earnings on the underlying investments, and charged for Plan withdrawals and administrative expenses charged by Prudential. For this reason, the investment is considered to be fully benefit-responsive and therefore must be reported at fair value. However the adjustment from contract value to fair value for 2012 and 2011 were determined to be zero, as contract value approximates fair value.

The average yield earned by the Plan as of December 31, 2012 and 2011, was 2.55% and 2.95%, respectively, and the average crediting interest rate was approximately 2.55% and 2.95%, respectively. The crediting interest rate is determined semi-annually by Prudential, but cannot be less than zero. Principal and interest in the general account are guaranteed against loss by Prudential. Circumstances that would limit a participant’s ability to transact with the fund are not considered probable of occurring. Under no circumstances are the participant accounts in the general account settled at amounts other than contract value.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance.

Payment of Benefits

Benefits are recorded when paid.

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS *(continued)*

B. Summary of Significant Accounting Policies – continued

Recently Issued Accounting Pronouncements

In May 2011 the FASB issued Accounting Standards Update (“ASU”) 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs*, ASU 2011-04 amended ASC Topic No. 820, to converge the fair value measurement guidance in GAAP and International Financial Reporting Standards. Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC Topic No. 820. In addition, ASU 2011-04 requires additional fair value disclosures, although certain of these new disclosures will not be required for nonpublic entities like the Plan. The amendments were to be applied prospectively and were effective for annual periods beginning after December 15, 2011. Plan management determined that the provisions of ASU 2011-04 did not have a material effect on the Plan’s financial statements.

C. Investments

The following table presents the individual investments that exceeded 5% of the Plan’s net assets available for benefits at December 31,:

Description	2012
Prudential Guaranteed Income Fund	\$82,395,758
Prudential Core Bond Fund – Enhance Index	36,236,051
Prudential International Blend Thornburg	32,126,251
Prudential Large Cap Growth / Jennison Fund	30,063,395
Prudential Large Cap Value / AJO fund	26,568,268
Prudential Small Growth Fund / Timessquare	14,679,570
Description	2011
Prudential Guaranteed Income Fund	\$79,176,634
Prudential Core Bond Fund – Enhance Index	31,513,251
Prudential International Blend Thornburg	27,799,243
Prudential Large Cap Growth / Jennison Fund	25,976,011
Prudential Large Cap Value / AJO fund	23,416,501
Prudential Small Growth Fund / Timessquare	12,725,606

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS *(continued)*

C. Investments – continued

The Plan's net realized and unrealized gains (losses) on investments were comprised of the following as of December 31,:

	<u>2012</u>	<u>2011</u>
Pooled separate accounts	\$22,201,908	\$ (4,587,817)
Mutual fund	<u>461,473</u>	<u>(505,222)</u>
Net realized and unrealized gains (losses) on investments	<u>\$22,663,381</u>	<u>\$ (5,093,039)</u>

D. Fair Value Measurements

FASB ASC Topic No. 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date and establishes a three-tier hierarchy that is used to identify assets and liabilities measured at fair value. The hierarchy focuses on the inputs used to measure fair value and requires that the lowest level input be used. The three levels defined in FASB ASC Topic No. 820 are as follows:

- Level 1 — observable inputs that are based upon quoted market prices for identical assets or liabilities within active markets.
- Level 2 — observable inputs other than Level 1 that are based upon quoted market prices for similar assets or liabilities, based upon quoted prices within inactive markets, or inputs other than quoted market prices that are observable through market data for substantially the full term of the asset or liability.
- Level 3 — inputs that are unobservable for the particular asset or liability due to little or no market activity and are significant to the fair value of the asset or liability. These inputs reflect assumptions that market participants would use when valuing the particular asset or liability.

FASB ASC Topic No. 820 requires that we describe the methodologies used to measure the fair value of assets and liabilities. These methodologies were consistently applied to all assets and liabilities carried as of December 31, 2012 and 2011. We have described below the methodology used to measure each major category of assets and liabilities. There have been no changes in the methodologies used at December 31, 2012 and 2011.

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS *(continued)*

D. Fair Value Measurements – continued

- The mutual fund is measured using quoted market prices available on an active market and classified within Level 1 of the valuation hierarchy.
- Pooled separate accounts are valued using the accumulation of numerous mutual funds and other investments whose values are determined by quoted markets, which approximates fair value and are classified within Level 2 of the valuation hierarchy.
- The insurance company general account is valued at its contract value, which approximates fair value, and is classified within Level 2 of the valuation hierarchy.

The following table details the Plan's investments at fair value by level, within the fair value hierarchy, as of December 31, 2011 and 2010. The Plan has no assets classified within Level 3 of the valuation hierarchy.

	Assets at Fair Value as of December 31, 2012		
	Level 1	Level 2	Total
Mutual fund:			
International stock – emerging markets	\$ 3,317,826	\$ -	\$ 3,317,826
Pooled separate accounts:			
Guaranteed income	-	36,236,051	36,236,051
Large-cap stock – value	-	26,568,268	26,568,268
Large-cap stock – growth	-	30,063,395	30,063,395
Fixed income	-	5,597,794	5,597,794
Mid-cap stock – growth	-	9,732,995	9,732,995
International stock – blend	-	32,126,251	32,126,251
Large-cap stock – blend	-	8,670,799	8,670,799
Small-cap stock – value	-	13,361,813	13,361,813
Small-cap stock – growth	-	14,679,570	14,679,570
Mid-cap stock – value	-	3,889,855	3,889,855
Insurance company general account	-	82,395,758	82,395,758
Total assets at fair value	<u>\$ 3,317,826</u>	<u>\$263,322,549</u>	<u>\$266,640,375</u>

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (continued)

D. Fair Value Measurements – continued

	Assets at Fair Value as of December 31, 2011		
	Level 1	Level 2	Total
Mutual fund:			
International stock – emerging markets	\$ 2,035,282	\$ -	\$ 2,035,282
Pooled separate accounts:			
Guaranteed income	-	31,513,251	31,513,251
Large-cap stock – value	-	23,416,501	23,416,501
Large-cap stock – growth	-	25,976,011	25,976,011
Fixed income	-	5,056,624	5,056,624
Mid-cap stock – growth	-	8,680,903	8,680,903
International stock – blend	-	27,799,243	27,799,243
Large-cap stock – blend	-	7,340,300	7,340,300
Small-cap stock – value	-	11,746,554	11,746,554
Small-cap stock – growth	-	12,725,606	12,725,606
Mid-cap stock – value	-	3,590,336	3,590,336
Insurance company general account	-	79,176,634	79,176,634
Total assets at fair value	<u>\$ 2,035,282</u>	<u>\$237,021,963</u>	<u>\$239,057,245</u>

E. Forfeitures

At December 31, 2011, unallocated forfeited amounts approximated \$76,000. There were no such unallocated forfeitures at December 31, 2012. During 2012 and 2011 approximately \$91,000 and \$47,000, respectively, were used to offset employer contributions.

F. Tax Status

The Plan received a determination letter from the Internal Revenue Service (the “IRS”) dated September 11, 2008, stating that the Plan is qualified under Section 401(a) of the Code and, therefore, the related trust is exempt from federal income taxes. The Plan has submitted an application to the IRS for a new letter. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan has been amended since receiving the determinations letter; however, the Plan Administrator believes that the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS *(continued)*

F. Tax Status – continued

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Company believes it is no longer subject to income tax examination for years prior to 2009.

G. Party-In-Interest Transactions

The Plan invests in shares of pooled separate accounts and an insurance company general account managed by Prudential. Prudential acts as trustee for only those investments as defined by the Plan. Transactions in such investments qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules.

H. Plan Termination

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan at any time, subject to the provisions of ERISA. In the event of such termination of the Plan, participants would become fully vested and the net assets of the Plan would be distributed among the participants in accordance with ERISA.

I. Information Certified by the Trustees

The Plan's administrative committee elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan's administrative committee limited auditing procedures with respect to the investment information certified by the trustees, which included total investments as of December 31, 2012 and 2011, the total investment income (loss) for the years ended December 31, 2012 and 2011, and all information included in the Form 5500 Schedule H, line 4i Schedule of Assets (Held at End of Year).

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS *(continued)*

J. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the Form 5500 to the financial statements at December 31,:

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements	\$274,967,475	\$ 248,241,210
Current year receivables	<u>(202,253)</u>	<u>(1,015,934)</u>
Net assets available for benefits per the Form 5500	<u><u>\$274,765,222</u></u>	<u><u>\$ 247,225,276</u></u>

The following is a reconciliation of the net decrease in assets to the Plan per Form 5500 to the financial statements at December 31,:

	<u>2012</u>	<u>2011</u>
Net increase in assets to the Plan per the financial statements	\$ 26,726,265	\$ 13,301,728
Current year employer receivable	(202,253)	(1,015,934)
Prior year employer receivable	<u>1,015,934</u>	<u>999,034</u>
Net increase in assets to the Plan per the Form 5500	<u><u>\$ 27,539,946</u></u>	<u><u>\$ 13,284,828</u></u>

The reconciling items noted above are due to the Form 5500 being prepared on the cash basis whereas the Plan's financial statements are prepared on the accrual basis of accounting as required by GAAP.

K. Subsequent Events

In preparing the accompanying financial statements, management of has evaluated all subsequent events and transactions for potential recognition or disclosure through October 15, 2013, the date the financial statements were available for issuance.

SUPPLEMENTAL SCHEDULE

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN

FORM 5500, SCHEDULE H, LINE 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2012

EIN: 59-3294787

Plan: 001

(a)	(b) Identity of Issue	(c) Description of Investments	(d) Cost	(e) Current Value
*	Prudential Retirement Insurance & Annuity Company	Guaranteed Income Fund	**	\$ 82,395,758
*	Prudential Retirement Insurance & Annuity Company	Core Bond Fund - Enhance Index	**	36,236,051
*	Prudential Retirement Insurance & Annuity Company	International Blend Thornburg	**	32,126,251
*	Prudential Retirement Insurance & Annuity Company	Large Cap Growth / Jennison Fund	**	30,063,395
*	Prudential Retirement Insurance & Annuity Company	Large Cap Value / AJO fund	**	26,568,268
*	Prudential Retirement Insurance & Annuity Company	Small Growth Fund/Timesquare	**	14,679,570
*	Prudential Retirement Insurance & Annuity Company	Small Cap Value / Ceredex	**	13,361,813
*	Prudential Retirement Insurance & Annuity Company	MID Growth Westfield Cap	**	9,732,995
*	Prudential Retirement Insurance & Annuity Company	Dryden S&P 500 Index Fund	**	8,670,799
*	Prudential Retirement Insurance & Annuity Company	MID Cap Value/Systematic	**	3,889,855
*	Prudential Retirement Insurance & Annuity Company	OPPENHEIMER DEV MARKETS Y	**	3,317,826
*	Prudential Retirement Insurance & Annuity Company	IFX LT BALANCED FUND (I)	**	1,645,167
*	Prudential Retirement Insurance & Annuity Company	IFX LT INC & EQUITY FD (I)	**	1,117,885
*	Prudential Retirement Insurance & Annuity Company	IFX LT AGG GROWTH FD	**	1,112,036
*	Prudential Retirement Insurance & Annuity Company	IFX LT CONSERVATIVE FD	**	1,020,640
*	Prudential Retirement Insurance & Annuity Company	IFX LT GROWTH FUND	**	533,802
*	Prudential Retirement Insurance & Annuity Company	IFX LT INC & EQUITY FD (S)	**	168,264
*	Participant Loans	1 - 5 years, 4.25% to 10.75%	-0-	8,124,847
	Total investments			<u><u>\$ 274,765,222</u></u>

* A party-in-interest to the Plan as defined by ERISA.

** Cost not necessary because participant directed investments

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN

FORM 5500, SCHEDULE H, LINE 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2012

EIN: 59-3294787

Plan: 001

(a)	(b) Identity of Issue	(c) Description of Investments	(d) Cost	(e) Current Value
*	Prudential Retirement Insurance & Annuity Company	Guaranteed Income Fund	**	\$ 82,395,758
*	Prudential Retirement Insurance & Annuity Company	Core Bond Fund - Enhanc Index	**	36,236,051
*	Prudential Retirement Insurance & Annuity Company	International Blend Thornburg	**	32,126,251
*	Prudential Retirement Insurance & Annuity Company	Large Cap Growth / Jennison Fund	**	30,063,395
*	Prudential Retirement Insurance & Annuity Company	Large Cap Value / AJO fund	**	26,568,268
*	Prudential Retirement Insurance & Annuity Company	Small Growth Fund/Timesquare	**	14,679,570
*	Prudential Retirement Insurance & Annuity Company	Small Cap Value / Ceredex	**	13,361,813
*	Prudential Retirement Insurance & Annuity Company	MID Growth Westfield Cap	**	9,732,995
*	Prudential Retirement Insurance & Annuity Company	Dryden S&P 500 Index Fund	**	8,670,799
*	Prudential Retirement Insurance & Annuity Company	MID Cap Value/Systematic	**	3,889,855
*	Prudential Retirement Insurance & Annuity Company	OPPENHEIMER DEV MARKETS Y	**	3,317,826
*	Prudential Retirement Insurance & Annuity Company	IFX LT BALANCED FUND (I)	**	1,645,167
*	Prudential Retirement Insurance & Annuity Company	IFX LT INC & EQUITY FD (I)	**	1,117,885
*	Prudential Retirement Insurance & Annuity Company	IFX LT AGG GROWTH FD	**	1,112,036
*	Prudential Retirement Insurance & Annuity Company	IFX LT CONSERVATIVE FD	**	1,020,640
*	Prudential Retirement Insurance & Annuity Company	IFX LT GROWTH FUND	**	533,802
*	Prudential Retirement Insurance & Annuity Company	IFX LT INC & EQUITY FD (S)	**	168,264
*	Participant Loans	1 - 5 years, 4.25% to 10.75%	-0-	<u>8,124,847</u>
	Total investments			<u><u>\$ 274,765,222</u></u>

* A party-in-interest to the Plan as defined by ERISA.

** Cost not necessary because participant directed investments

**ESSILOR OF AMERICA
RETIREMENT SAVINGS PLAN**

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE**

**Years Ended December 31, 2012 and 2011
with Report of Independent Auditors**

**ESSILOR OF AMERICA
RETIREMENT SAVINGS PLAN**

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE**

Years Ended December 31, 2012 and 2011

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NOTE: All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted since they are either not applicable or the information required therein has been included in the financial statements or notes thereto.

REPORT OF INDEPENDENT AUDITORS

To the Plan Management of the
Essilor of America Retirement Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Essilor of America Retirement Savings Plan (the “Plan”), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management’s Responsibility for the Financial Statements

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 (“GAAS”). 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 (“DOL”) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (“ERISA”), the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in the notes to the financial statements, which was certified by the trustees of the Plan, Prudential Bank & Trust, F.S.B. and Prudential Retirement Insurance and Annuity Company, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the trustees hold the Plan’s investment assets and execute investment transactions. The Plan Administrator has obtained a certification from the trustees as of and for the years ended December 31, 2012 and 2011, that the information provided to the Plan Administrator by the trustees is complete and accurate.

Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year), 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA. 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.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustees, have been audited by us in accordance with GAAS and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

A handwritten signature in black ink that reads "Whitley Penn LLP". The signature is written in a cursive, flowing style.

Dallas, Texas
October 15, 2013

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2012	2011
Assets		
Investments at fair value:		
Pooled separate accounts	\$ 180,926,791	\$ 157,845,329
Mutual funds	3,317,826	2,035,282
Insurance company general account	82,395,758	79,176,634
Total investments	<u>266,640,375</u>	<u>239,057,245</u>
Receivables:		
Employer contributions	202,253	452,848
Employee contributions	-	563,086
Notes receivable from participant loans	8,124,847	8,168,031
Total receivables	<u>8,327,100</u>	<u>9,183,965</u>
Total assets	<u>274,967,475</u>	<u>248,241,210</u>
Net assets available for benefits	<u><u>\$ 274,967,475</u></u>	<u><u>\$ 248,241,210</u></u>

See accompanying notes to financial statements.

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year Ended December 31,	
	2012	2011
Additions to Net Assets		
Investment income (loss):		
Net realized and unrealized gain (loss)		
on investments	\$ 22,663,381	\$ (5,093,039)
Interest and dividends	2,097,040	2,116,777
Total investment income (loss)	24,760,421	(2,976,262)
 Interest on notes receivable from participant loans	 352,851	 342,904
 Contributions:		
Participants	15,328,914	14,639,067
Employer	11,663,132	11,348,201
Rollover	1,237,119	1,465,480
Transfer of assets	-	16,552,556
Total contributions	28,229,165	44,005,304
 Total additions to net assets	 53,342,437	 41,371,946
 Deductions from Net Assets		
Benefits paid to participants	26,565,800	28,025,565
Administrative expenses	50,372	44,653
 Total deductions from net assets	 26,616,172	 28,070,218
 Net increase in net assets available for benefits	 26,726,265	 13,301,728
 Net assets available for benefits at beginning of year	 248,241,210	 234,939,482
 Net assets available for benefits at end of year	 <u>\$274,967,475</u>	 <u>\$248,241,210</u>

See accompanying notes to financial statements.

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

A. Description of Plan

Plan Description

The following description of the Essilor of America Retirement Savings Plan (the “Plan”) provides only general information. The Plan is sponsored by Essilor of America, Inc. (the “Company” or “Plan Sponsor”). Participants should refer to the Plan Document for a more complete description of the Plan’s provisions. The Plan’s corporate offices are located in Dallas, Texas.

General

The Plan was established effective January 1, 1991, by merging the assets of the Silor Optical, Inc. Savings and Protection Plan and the Silor Optical of Florida, Inc. Retirement Savings Plan. Effective January 1, 1992, the Plan was amended to include all eligible employees of Essilor Technologies of America, Inc. (formerly known as AIT Industries, Inc.), a wholly-owned subsidiary. Effective January 1, 1993, the Plan was amended to include all eligible employees of L.E.A.D., USA, Inc., a wholly-owned subsidiary. Effective January 1, 1996, the Plan was amended to include all employees of Varilux Corporation, a wholly-owned subsidiary.

The Plan was restated effective January 1, 2006, and is a defined contribution plan covering all employees of the Company except: (1) those who are a member of a collective bargaining unit as to which there is evidence that retirement benefits were the subject of good faith collective bargaining unless a collective bargaining agreement covering such employee provides for the employee’s participation in the Plan; (2) a leased employee; (3) a non-resident alien; (4) an independent contractor; (5) an employee that is a temporary transfer; and, (6) an employee who is employed by a subsidiary that is not a participating employer. Eligible employees may enter the Plan on the first day of any payroll period beginning after being employed for not less than 60 days. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

The purpose of the Plan is to encourage the Company’s employees to save and invest, systematically, a portion of their current compensation so that they and their families may have a source of additional income upon their retirement or in the event of death.

Contributions

Participants may contribute up to 100% of pre-tax annual compensation, as defined by the Plan. Contributions are subject to limitations on annual additions and other limitations imposed by the Internal Revenue Code (the “Code”) as defined in the Plan Document. Employees who are eligible to make salary deferral contributions under the Plan and who have attained age 50 before the close of the Plan year shall be eligible for catch-up contributions in accordance with, and subject to, the limitations imposed by the Code.

The Company will match participant contributions equal to 100% up to 6% of eligible compensation.

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS *(continued)*

A. Description of Plan – continued

Contributions – continued

Participants must be employed on the last day of the Plan year to be eligible to receive profit sharing contributions. In both 2012 and 2011 the Company elected not to contribute profit sharing contributions.

Participant Accounts

Each participant's account is credited with the participant's elective contribution, employer contribution(s), and earnings thereon. Allocations are based on participant earnings or account balances as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately fully vested in their elective contributions and Company matching or profit sharing contributions, plus actual earnings thereon. For Company matching or profit sharing contributions made prior to 2006, participants were vested 20% for each full year of eligible service.

Notes Receivable from Participants

Participants may borrow a minimum of \$1,000 and up to a maximum equal to the lesser of \$50,000 reduced by the excess of the highest outstanding balance of loans from the Plan during the one-year period ending on the day before the date on which such loan was made, or 50% of their vested account balance. Loan terms range from one to five years or in the case of a loan to purchase or construct the primary residence of a participant, a period not to exceed a repayment period of 10 years. The loans are secured by a portion of the participant's account balance and bear interest at a fixed rate equal to prime plus one percent. Principal and interest are paid ratably through payroll deductions. Interest rates on outstanding loans as of December 31, 2012, ranged from 4.25% to 10.75%.

Benefit Payments

Participants withdrawing during the year for reasons of service or disability, retirement, death, or termination are entitled to their vested account balance. The normal form of benefit payable is a cash single sum distribution. A participant may elect to receive payment in annual, quarterly or monthly equal installments over a period not to exceed limitations imposed by the Code. If withdrawing participants are not entitled to their entire account balance, the amounts not received are forfeited.

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (*continued*)

A. Description of Plan – continued

Benefit Payments – continued

A participant may receive a hardship distribution from the vested portion of the participant's account if the distribution is: (1) on account of medical expenses that would otherwise be deductible by the participant for federal income tax purposes pursuant to section 213 of the Code that have been incurred by the participant, the participant's spouse, or dependents; (2) to purchase a principal residence of the participant (excluding mortgage payments or rehabilitation costs); (3) for the payment of tuition, related educational fees, and room and board expenses for the next 12 months of post-secondary education for the participant, the participant's spouse, or child, or dependent; (4) needed to prevent eviction of the participant from the participant's principal residence or foreclosure on the mortgage of the participant's principal residence; (5) for the payment of burial or funeral expenses for a deceased spouse, child, or dependents; or (6) for the payment of expense for repair of damage to principal residence that would qualify for the casualty deduction under the Code.

Forfeitures

Forfeited balances of terminated participants' non-vested accounts are first used to reinstate previously forfeited account balances of former participants that are re-hired before incurring a five consecutive year break-in-service. All other forfeited amounts are used to reduce future Company contributions.

Investment Options

Participants may direct their salary deferrals in any combination into any of the investment options of the eligible Prudential Retirement Insurance and Annuity Company ("Prudential") investment funds offered.

Administrative Expenses

Employees of the Company perform certain administrative functions of the Plan with no compensation from the Plan. The Company generally pays substantially all costs relating to asset charges and recordkeeping. Additionally, the majority of administrative costs of the Plan are paid by the Company and are not reflected in the accompanying financial statements except for those expenses paid by Plan participants.

B. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are presented on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (*continued*)

B. Summary of Significant Accounting Policies – continued

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from these estimates.

Contributions

Contributions from the Company and participants are accrued as they become obligations of the Company, as determined by the Plan Administrator, and in the period in which they are deducted, in accordance with salary deferral agreements.

Investments Valuation and Income Recognition

The investments of the Plan are stated at fair value as of the end of the Plan year. In September 2006 the Financial Accounting Standards Board (“FASB”) issued Accounting Standard Codification (“ASC”) 820-10, *Fair Value Measurements*. FASB ASC 820-10 defines fair value, establishes a framework for measuring fair value, and expands disclosures about assets and liabilities measured at fair value. For information related to the Plan’s valuation methodologies under FASB ASC 820-10, see Note D of these financial statements.

In 1994 the Plan entered into a group annuity contract with Prudential. Prudential maintains contributions in pooled separate accounts or insurance company general accounts established as investment vehicles for qualified retirement plans. Plan contributions are invested in any or all of seventeen Prudential funds, including one guaranteed income fund, based upon the participant’s discretion.

The pooled separate accounts are credited with Plan contributions and earnings on the underlying investments and charged for Plan withdrawals and administrative expenses charged by Prudential. The assets of each of the pooled separate accounts are invested in shares of the designated underlying mutual funds. In addition, from time to time Prudential may invest amounts in short-term money market instruments, cash, or cash equivalents. The pooled separate accounts are stated at fair value as of December 31, 2012 and 2011.

Dividends are recorded on the ex-dividend date. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participant account balances and the amounts reported in the accompanying financial statements.

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (*continued*)

B. Summary of Significant Accounting Policies – continued

Fully Benefit-Responsive Investment Contracts

As described in FASB ASC 965-325-05 (formerly Staff Position, FSP AAG INV-1 and SOP 94-4-1), *Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined Contribution Health and Welfare and Pension Plans* (the “FSP”), 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 Plan invests in an insurance company general account which is fully benefits responsive. The general account is a guaranteed income account based on insurance contracts and is credited with Plan contributions and earnings on the underlying investments, and charged for Plan withdrawals and administrative expenses charged by Prudential. For this reason, the investment is considered to be fully benefit-responsive and therefore must be reported at fair value. However the adjustment from contract value to fair value for 2012 and 2011 were determined to be zero, as contract value approximates fair value.

The average yield earned by the Plan as of December 31, 2012 and 2011, was 2.55% and 2.95%, respectively, and the average crediting interest rate was approximately 2.55% and 2.95%, respectively. The crediting interest rate is determined semi-annually by Prudential, but cannot be less than zero. Principal and interest in the general account are guaranteed against loss by Prudential. Circumstances that would limit a participant’s ability to transact with the fund are not considered probable of occurring. Under no circumstances are the participant accounts in the general account settled at amounts other than contract value.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance.

Payment of Benefits

Benefits are recorded when paid.

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS *(continued)*

B. Summary of Significant Accounting Policies – continued

Recently Issued Accounting Pronouncements

In May 2011 the FASB issued Accounting Standards Update (“ASU”) 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs*, ASU 2011-04 amended ASC Topic No. 820, to converge the fair value measurement guidance in GAAP and International Financial Reporting Standards. Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC Topic No. 820. In addition, ASU 2011-04 requires additional fair value disclosures, although certain of these new disclosures will not be required for nonpublic entities like the Plan. The amendments were to be applied prospectively and were effective for annual periods beginning after December 15, 2011. Plan management determined that the provisions of ASU 2011-04 did not have a material effect on the Plan’s financial statements.

C. Investments

The following table presents the individual investments that exceeded 5% of the Plan’s net assets available for benefits at December 31,:

Description	2012
Prudential Guaranteed Income Fund	\$82,395,758
Prudential Core Bond Fund – Enhance Index	36,236,051
Prudential International Blend Thornburg	32,126,251
Prudential Large Cap Growth / Jennison Fund	30,063,395
Prudential Large Cap Value / AJO fund	26,568,268
Prudential Small Growth Fund / Timessquare	14,679,570
Description	2011
Prudential Guaranteed Income Fund	\$79,176,634
Prudential Core Bond Fund – Enhance Index	31,513,251
Prudential International Blend Thornburg	27,799,243
Prudential Large Cap Growth / Jennison Fund	25,976,011
Prudential Large Cap Value / AJO fund	23,416,501
Prudential Small Growth Fund / Timessquare	12,725,606

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS *(continued)*

C. Investments – continued

The Plan's net realized and unrealized gains (losses) on investments were comprised of the following as of December 31,:

	<u>2012</u>	<u>2011</u>
Pooled separate accounts	\$22,201,908	\$ (4,587,817)
Mutual fund	<u>461,473</u>	<u>(505,222)</u>
Net realized and unrealized gains (losses) on investments	<u>\$22,663,381</u>	<u>\$ (5,093,039)</u>

D. Fair Value Measurements

FASB ASC Topic No. 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date and establishes a three-tier hierarchy that is used to identify assets and liabilities measured at fair value. The hierarchy focuses on the inputs used to measure fair value and requires that the lowest level input be used. The three levels defined in FASB ASC Topic No. 820 are as follows:

- Level 1 — observable inputs that are based upon quoted market prices for identical assets or liabilities within active markets.
- Level 2 — observable inputs other than Level 1 that are based upon quoted market prices for similar assets or liabilities, based upon quoted prices within inactive markets, or inputs other than quoted market prices that are observable through market data for substantially the full term of the asset or liability.
- Level 3 — inputs that are unobservable for the particular asset or liability due to little or no market activity and are significant to the fair value of the asset or liability. These inputs reflect assumptions that market participants would use when valuing the particular asset or liability.

FASB ASC Topic No. 820 requires that we describe the methodologies used to measure the fair value of assets and liabilities. These methodologies were consistently applied to all assets and liabilities carried as of December 31, 2012 and 2011. We have described below the methodology used to measure each major category of assets and liabilities. There have been no changes in the methodologies used at December 31, 2012 and 2011.

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (continued)

D. Fair Value Measurements – continued

- The mutual fund is measured using quoted market prices available on an active market and classified within Level 1 of the valuation hierarchy.
- Pooled separate accounts are valued using the accumulation of numerous mutual funds and other investments whose values are determined by quoted markets, which approximates fair value and are classified within Level 2 of the valuation hierarchy.
- The insurance company general account is valued at its contract value, which approximates fair value, and is classified within Level 2 of the valuation hierarchy.

The following table details the Plan's investments at fair value by level, within the fair value hierarchy, as of December 31, 2011 and 2010. The Plan has no assets classified within Level 3 of the valuation hierarchy.

	Assets at Fair Value as of December 31, 2012		
	Level 1	Level 2	Total
Mutual fund:			
International stock – emerging markets	\$ 3,317,826	\$ -	\$ 3,317,826
Pooled separate accounts:			
Guaranteed income	-	36,236,051	36,236,051
Large-cap stock – value	-	26,568,268	26,568,268
Large-cap stock – growth	-	30,063,395	30,063,395
Fixed income	-	5,597,794	5,597,794
Mid-cap stock – growth	-	9,732,995	9,732,995
International stock – blend	-	32,126,251	32,126,251
Large-cap stock – blend	-	8,670,799	8,670,799
Small-cap stock – value	-	13,361,813	13,361,813
Small-cap stock – growth	-	14,679,570	14,679,570
Mid-cap stock – value	-	3,889,855	3,889,855
Insurance company general account	-	82,395,758	82,395,758
Total assets at fair value	\$ 3,317,826	\$263,322,549	\$266,640,375

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (continued)

D. Fair Value Measurements – continued

	Assets at Fair Value as of December 31, 2011		
	Level 1	Level 2	Total
Mutual fund:			
International stock – emerging markets	\$ 2,035,282	\$ -	\$ 2,035,282
Pooled separate accounts:			
Guaranteed income	-	31,513,251	31,513,251
Large-cap stock – value	-	23,416,501	23,416,501
Large-cap stock – growth	-	25,976,011	25,976,011
Fixed income	-	5,056,624	5,056,624
Mid-cap stock – growth	-	8,680,903	8,680,903
International stock – blend	-	27,799,243	27,799,243
Large-cap stock – blend	-	7,340,300	7,340,300
Small-cap stock – value	-	11,746,554	11,746,554
Small-cap stock – growth	-	12,725,606	12,725,606
Mid-cap stock – value	-	3,590,336	3,590,336
Insurance company general account	-	79,176,634	79,176,634
Total assets at fair value	<u>\$ 2,035,282</u>	<u>\$237,021,963</u>	<u>\$239,057,245</u>

E. Forfeitures

At December 31, 2011, unallocated forfeited amounts approximated \$76,000. There were no such unallocated forfeitures at December 31, 2012. During 2012 and 2011 approximately \$91,000 and \$47,000, respectively, were used to offset employer contributions.

F. Tax Status

The Plan received a determination letter from the Internal Revenue Service (the “IRS”) dated September 11, 2008, stating that the Plan is qualified under Section 401(a) of the Code and, therefore, the related trust is exempt from federal income taxes. The Plan has submitted an application to the IRS for a new letter. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan has been amended since receiving the determinations letter; however, the Plan Administrator believes that the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS *(continued)*

F. Tax Status – continued

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Company believes it is no longer subject to income tax examination for years prior to 2009.

G. Party-In-Interest Transactions

The Plan invests in shares of pooled separate accounts and an insurance company general account managed by Prudential. Prudential acts as trustee for only those investments as defined by the Plan. Transactions in such investments qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules.

H. Plan Termination

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan at any time, subject to the provisions of ERISA. In the event of such termination of the Plan, participants would become fully vested and the net assets of the Plan would be distributed among the participants in accordance with ERISA.

I. Information Certified by the Trustees

The Plan's administrative committee elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan's administrative committee limited auditing procedures with respect to the investment information certified by the trustees, which included total investments as of December 31, 2012 and 2011, the total investment income (loss) for the years ended December 31, 2012 and 2011, and all information included in the Form 5500 Schedule H, line 4i Schedule of Assets (Held at End of Year).

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS *(continued)*

J. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the Form 5500 to the financial statements at December 31,:

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements	\$274,967,475	\$ 248,241,210
Current year receivables	<u>(202,253)</u>	<u>(1,015,934)</u>
Net assets available for benefits per the Form 5500	<u><u>\$274,765,222</u></u>	<u><u>\$ 247,225,276</u></u>

The following is a reconciliation of the net decrease in assets to the Plan per Form 5500 to the financial statements at December 31,:

	<u>2012</u>	<u>2011</u>
Net increase in assets to the Plan per the financial statements	\$ 26,726,265	\$ 13,301,728
Current year employer receivable	(202,253)	(1,015,934)
Prior year employer receivable	<u>1,015,934</u>	<u>999,034</u>
Net increase in assets to the Plan per the Form 5500	<u><u>\$ 27,539,946</u></u>	<u><u>\$ 13,284,828</u></u>

The reconciling items noted above are due to the Form 5500 being prepared on the cash basis whereas the Plan's financial statements are prepared on the accrual basis of accounting as required by GAAP.

K. Subsequent Events

In preparing the accompanying financial statements, management of has evaluated all subsequent events and transactions for potential recognition or disclosure through October 15, 2013, the date the financial statements were available for issuance.

SUPPLEMENTAL SCHEDULE

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN

FORM 5500, SCHEDULE H, LINE 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2012

EIN: 59-3294787

Plan: 001

(a)	(b) Identity of Issue	(c) Description of Investments	(d) Cost	(e) Current Value
*	Prudential Retirement Insurance & Annuity Company	Guaranteed Income Fund	**	\$ 82,395,758
*	Prudential Retirement Insurance & Annuity Company	Core Bond Fund - Enhance Index	**	36,236,051
*	Prudential Retirement Insurance & Annuity Company	International Blend Thornburg	**	32,126,251
*	Prudential Retirement Insurance & Annuity Company	Large Cap Growth / Jennison Fund	**	30,063,395
*	Prudential Retirement Insurance & Annuity Company	Large Cap Value / AJO fund	**	26,568,268
*	Prudential Retirement Insurance & Annuity Company	Small Growth Fund/Timesquare	**	14,679,570
*	Prudential Retirement Insurance & Annuity Company	Small Cap Value / Ceredex	**	13,361,813
*	Prudential Retirement Insurance & Annuity Company	MID Growth Westfield Cap	**	9,732,995
*	Prudential Retirement Insurance & Annuity Company	Dryden S&P 500 Index Fund	**	8,670,799
*	Prudential Retirement Insurance & Annuity Company	MID Cap Value/Systematic	**	3,889,855
*	Prudential Retirement Insurance & Annuity Company	OPPENHEIMER DEV MARKETS Y	**	3,317,826
*	Prudential Retirement Insurance & Annuity Company	IFX LT BALANCED FUND (I)	**	1,645,167
*	Prudential Retirement Insurance & Annuity Company	IFX LT INC & EQUITY FD (I)	**	1,117,885
*	Prudential Retirement Insurance & Annuity Company	IFX LT AGG GROWTH FD	**	1,112,036
*	Prudential Retirement Insurance & Annuity Company	IFX LT CONSERVATIVE FD	**	1,020,640
*	Prudential Retirement Insurance & Annuity Company	IFX LT GROWTH FUND	**	533,802
*	Prudential Retirement Insurance & Annuity Company	IFX LT INC & EQUITY FD (S)	**	168,264
*	Participant Loans	1 - 5 years, 4.25% to 10.75%	-0-	8,124,847
	Total investments			<u><u>\$ 274,765,222</u></u>

* A party-in-interest to the Plan as defined by ERISA.

** Cost not necessary because participant directed investments

ESSILOR OF AMERICA RETIREMENT SAVINGS PLAN

FORM 5500, SCHEDULE H, LINE 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2012

EIN: 59-3294787

Plan: 001

(a)	(b) Identity of Issue	(c) Description of Investments	(d) Cost	(e) Current Value
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