

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2012
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <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>ACME BRICK COMPANY PENSION PLAN</u>	1b Three-digit plan number (PN) ► <u>001</u> 1c Effective date of plan <u>01/01/1976</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>ACME BUILDING BRANDS, INC.</u> <u>P. O. BOX 425</u> <u>FORT WORTH, TX 76101-0425</u>	2b Employer Identification Number (EIN) <u>75-2864968</u> 2c Sponsor's telephone number <u>817-336-5125</u> 2d Business code (see instructions) <u>327900</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/15/2014</u>	<u>BEN MURO</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/15/2014</u>	<u>DENNIS D. KNAUTZ</u>
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address RETIREMENT COMMITTEE JEANETTE BERRY P. O. BOX 425 FORT WORTH, TX 76101-0425		3b Administrator's EIN 75-1520693
		3c Administrator's telephone number 817-390-2474
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 4021
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	1421
b Retired or separated participants receiving benefits.....	6b	896
c Other retired or separated participants entitled to future benefits.....	6c	957
d Subtotal. Add lines 6a , 6b , and 6c	6d	3274
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	282
f Total. Add lines 6d and 6e	6f	3556
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	75
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: 1A 1G 3D		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☐ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 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

▶ **Round off amounts to nearest dollar.**

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

A Name of plan <u>ACME BRICK COMPANY PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>ACME BUILDING BRANDS, INC.</u>	D Employer Identification Number (EIN) <u>75-2864968</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2012</u>	
2 Assets:	
a Market value	2a <u>109446271</u>
b Actuarial value	2b <u>113231606</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>1153</u> <u>52999540</u>
b For terminated vested participants.....	3b <u>1338</u> <u>12916149</u>
c For active participants:	
(1) Non-vested benefits.....	3c(1) <u>2431311</u>
(2) Vested benefits.....	3c(2) <u>36590513</u>
(3) Total active	3c(3) <u>1530</u> <u>39021824</u>
d Total	3d <u>4021</u> <u>104937513</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>7.06 %</u>
6 Target normal cost.....	6 <u>2210159</u>

Statement by Enrolled Actuary

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

SIGN HERE		<u>10/14/2014</u>
Signature of actuary		Date
<u>BRUCE R. NORDSTROM, FSA, EA, MAAA</u>		<u>14-05871</u>
Type or print name of actuary		Most recent enrollment number
<u>MHBT INC.</u>		<u>972-770-1600</u>
Firm name		Telephone number (including area code)
<u>8144 WALNUT HILL LANE</u> <u>16TH FLOOR</u> <u>DALLAS, TX 75231</u>		
Address of the firm		

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

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

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of _____%		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b Interest on (a) using prior year's effective interest rate of <u>5.98</u> % except as otherwise provided (see instructions)		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		
12 Other reductions in balances due to elections or deemed elections		
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	107.90 %
15 Adjusted funding target attainment percentage	15	107.90 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	92.98 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/13/2012	826979				
07/13/2012	826979				
			Totals ►	18(b)	1653958
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	1608564
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No		
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No		
c If line 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd
0	0	0
		(4) 4th
		0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21	Discount rate:			
	a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %
		☐ N/A, full yield curve used		
	b Applicable month (enter code).....	21b 0		
22	Weighted average retirement age	22 62		
23	Mortality table(s) (see instructions) ☒ Prescribed - combined ☐ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31	Target normal cost and excess assets (see instructions):		
	a Target normal cost (line 6)	31a	2210159
	b Excess assets, if applicable, but not greater than line 31a	31b	2210159
32	Amortization installments:	Outstanding Balance	Installment
	a Net shortfall amortization installment	0	0
	b Waiver amortization installment	0	0
33	If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34	Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	0
		Carryover balance	Prefunding balance
35	Balances elected for use to offset funding requirement.....	0	0
36	Additional cash requirement (line 34 minus line 35)	36	0
37	Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	1608564
38	Present value of excess contributions for current year (see instructions)		
	a Total (excess, if any, of line 37 over line 36)	38a	1608564
	b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0
39	Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0
40	Unpaid minimum required contributions for all years.....	40	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41	If an election was made to use PRA 2010 funding relief for this plan:		
	a Schedule elected	☐ 2 plus 7 years ☐ 15 years	
	b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011	
42	Amount of acceleration adjustment	42	
43	Excess installment acceleration amount to be carried over to future plan years	43	

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	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 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2012</div> 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>ACME BRICK COMPANY PENSION 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>ACME BUILDING BRANDS, INC.</u>	D Employer Identification Number (EIN) <u>75-2864968</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: ACME BRICK COMPANY PENSION TRUST

b Name of sponsor of entity listed in (a): ACME BUILDING BRANDS, INC.

c EIN-PN <u>75-2864968-005</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>115432367</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 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 ACME BRICK COMPANY PENSION PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 ACME BUILDING BRANDS, INC.	D Employer Identification Number (EIN) 75-2864968	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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 Total noninterest-bearing cash	1a			
b Receivables (less allowance for doubtful accounts):				
(1) Employer contributions	1b(1)			
(2) Participant contributions	1b(2)			
(3) Other.....	1b(3)			
c General investments:				
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)			
(2) U.S. Government securities.....	1c(2)			
(3) Corporate debt instruments (other than employer securities):				
(A) Preferred	1c(3)(A)			
(B) All other.....	1c(3)(B)			
(4) Corporate stocks (other than employer securities):				
(A) Preferred	1c(4)(A)			
(B) Common	1c(4)(B)			
(5) Partnership/joint venture interests	1c(5)			
(6) Real estate (other than employer real property)	1c(6)			
(7) Loans (other than to participants)	1c(7)			
(8) Participant loans	1c(8)			
(9) Value of interest in common/collective trusts.....	1c(9)			
(10) Value of interest in pooled separate accounts.....	1c(10)			
(11) Value of interest in master trust investment accounts	1c(11)	109446271	115432367	
(12) Value of interest in 103-12 investment entities	1c(12)			
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)			
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)			
(15) Other	1c(15)			

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	109446271	115432367

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	109446271	115432367
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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) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1653958	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1653958
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(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)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		17924700
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		19578658

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	13592562	
(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)		13592562
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		0
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		13592562

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		5986096
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		2000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

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

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

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>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).</div> <div>► File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2012</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan ACME BRICK COMPANY PENSION PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 ACME BUILDING BRANDS, INC.		D Employer Identification Number (EIN) 75-2864968
Part I	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): 75-1866327		
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.....		3 424
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: 70% Investment-Grade Debt: 2% High-Yield Debt: 9% Real Estate: 0% Other: 19%

- 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):

REPORT OF INDEPENDENT AUDITORS

To the Retirement Committee of the
Acme Brick Company Pension Plan

We have audited the accompanying financial statements of Acme Brick Company Pension Plan, which comprise the statements of net assets available for benefits and of accumulated plan 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 statements of accumulated plan benefits as of January 1, 2012 and 2011, and the related statement of changes in accumulated plan benefits for the period from January 2, 2011 through January 1, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits as of December 31, 2012 and 2011 and of accumulated plan benefits as of January 1, 2012 and 2011 of the Acme Brick Company Pension Plan, and the changes in its net assets available for benefits for the years ended December 31, 2012 and 2011 and of changes in accumulated plan benefits for the period from January 2, 2011 through January 1, 2012 in accordance with accounting principles generally accepted in the United States of America.

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

Fort Worth, Texas
July 12, 2013

Plan Name: Acme Brick Company Pension Plan**EIN/PN: 75-2864968/001****Schedule SB, Line 22 – Description of Weighted Average Retirement Age**

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

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

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

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

Actuarial Assumptions

Other than those prescribed, the assumptions below represent an estimate of future experience for the plan:

Mortality: The prescribed IRS 2012 Combined Static Mortality Table has been used.

Interest Rate for Target Funding Liability purposes: If MAP-21 adjusted rates are not elected by the plan sponsor, the prescribed segment rates used are 1.98% for the first 5 years, 5.07% for the next 15 years, and 6.19% for the rest of the period. If MAP-21 rates are elected, the prescribed segment rates used are 5.54% for the first 5 years, 6.85% for the next 15 years, and 7.52% for the rest of the period. These MAP-21 adjusted rates were published in IRS Notice 2012-55.

Compensation Increases: 3.5% per year compounded annually.

Social Security: 3.0% per year compounded annually assumed increases in cost-of-living and 3.5% per year compounded annually assumed increases in the national average wage index.

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

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

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

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

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

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

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

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

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

Loading for Expenses: Expenses paid from the trust each year are assumed to be 0.35% of plan assets. This is the approximate average of the expenses paid from the trust over the last three years.

Asset Valuation Method

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

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

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

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

Valuation Procedures

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

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

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

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

Funding Methodology

The funding methodology prescribed by ERISA is consistent with the plan accumulating adequate assets to make benefit payments when due, assuming that all actuarial assumptions will be realized and that the contributions will be made when due. In this valuation, we are determining market-consistent present values, which may be volatile as economic circumstances change. This may incent the plan sponsor to choose an asset allocation that reduces said volatility.

Plan Name: Acme Brick Company Pension Plan

EIN/PN: 75-2864968/001

Schedule SB, Part V – Summary of Plan Provisions

Effective Date of Plan and Plan Year

The plan provisions used were based on the provisions of the plan as restated effective February 2, 2008. The latest plan amendment was effective February 1, 2011.

The plan year is the calendar year.

Sponsoring Employer

Acme Brick Company.

Participation Requirements

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

Type of Plan

Self-administered, trustee defined benefit pension plan.

Contributions to the Plan

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

Benefit Service

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

Vesting Service

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

Plan Compensation

Total compensation (Form W-2 or its equivalent) excluding 25% of commissions, annualized each year on the basis of benefit service. Compensation in excess of statutory maximum compensation limits (i.e., \$245,000 in 2011 and \$250,000 in 2012) is not considered.

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

Average Compensation

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

Normal Retirement Benefit

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

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

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

Late Retirement Benefit

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

Early Retirement Benefit

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

Disability Benefit

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

Termination Benefit

At any age, provided the employee has completed at least 5 years of vesting service. The monthly annuity is computed as for early retirement, considering service and compensation at termination. Payments will commence at normal retirement date, if the participant is living, although if requested, a reduced pension may be paid as early as age 55. The reduction for early commencement is the same as for early retirement. If a participant dies after becoming vested in any benefit, his spouse is eligible for a spouse's pension with payments commencing immediately. The monthly life only annuity will be equal to 50% of the pension the employee would have received under the provisions of the early retirement benefit, but unreduced for early payments.

Pre-Retirement Death Benefit

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

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

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

Optional Forms of Benefits

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

Automatic Cash Out

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

Expenses

Paid by the trust if not paid by the employer.

Company Transfers

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

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

Schedule SB, Line 26 – Schedule of Active Participant Data

Distribution of Active Participants

Age	Attained Years of Credited Service										Total
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & Up	
0 - 24	0	50 \$31,319	4 **	0	0	0	0	0	0	0	54 **
25 - 29	0	73 \$33,027	31 \$38,294	1 **	0	0	0	0	0	0	105 **
30 - 34	0	49 \$35,992	47 \$40,729	34 \$44,139	2 **	0	0	0	0	0	132 **
35 - 39	0	46 \$39,260	43 \$40,000	37 \$47,120	20 **	1 **	0	0	0	0	147 \$43,303
40 - 44	0	57 \$43,180	45 \$42,781	53 \$50,150	28 \$46,940	18 **	1 **	0	0	0	202 \$45,790
45 - 49	0	51 \$37,813	47 \$38,014	48 \$46,348	33 \$47,427	43 \$57,399	22 \$53,377	2 **	0	0	246 **
50 - 54	0	58 \$39,470	39 \$39,270	60 \$51,494	41 \$53,256	33 \$52,719	36 \$82,269	11 **	2 **	0	280 \$51,991
55 - 59	0	26 \$41,537	40 \$50,001	44 \$45,435	21 \$49,748	20 **	15 **	11 **	6 **	0	183 \$49,880
60 - 64	0	19 **	13 **	31 \$46,741	21 \$57,896	15 **	14 **	18 **	10 **	2 **	143 \$55,094
65 & Up	0	3 **	11 **	8 **	4 **	7 **	3 **	0	1 **	1 **	38 \$52,211
TOTAL	0	432 \$37,888	320 \$41,704	316 \$47,708	170 \$51,107	137 \$52,243	91 \$69,349	42 \$59,216	19 **	3 **	1,530 \$46,449

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

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

**ACME BRICK COMPANY
PENSION PLAN**

FINANCIAL STATEMENTS

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

ACME BRICK COMPANY PENSION PLAN

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

REPORT OF INDEPENDENT AUDITORS

To the Retirement Committee of the
Acme Brick Company Pension Plan

We have audited the accompanying financial statements of Acme Brick Company Pension Plan, which comprise the statements of net assets available for benefits and of accumulated plan 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 statements of accumulated plan benefits as of January 1, 2012 and 2011, and the related statement of changes in accumulated plan benefits for the period from January 2, 2011 through January 1, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits as of December 31, 2012 and 2011 and of accumulated plan benefits as of January 1, 2012 and 2011 of the Acme Brick Company Pension Plan, and the changes in its net assets available for benefits for the years ended December 31, 2012 and 2011 and of changes in accumulated plan benefits for the period from January 2, 2011 through January 1, 2012 in accordance with accounting principles generally accepted in the United States of America.

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

Fort Worth, Texas
July 12, 2013

ACME BRICK COMPANY PENSION PLAN

Statements of Net Assets Available for Benefits

	December 31,	
	2012	2011
Assets:		
Plan's interest in Acme Brick Company Pension Trust (a Master Trust):		
Investments, at fair value	\$ 115,187,305	\$ 108,946,333
Accrued interest and dividends receivable	245,062	499,938
Net assets available for benefits	<u>\$ 115,432,367</u>	<u>\$ 109,446,271</u>

Statements of Changes in Net Assets Available for Benefits

	Year Ended December 31,	
	2012	2011
Employer contributions	\$ 1,653,958	\$ 3,505,728
Plan's interest in Acme Brick Company Pension Trust investment income:		
Interest and dividends	3,066,894	3,771,773
Net appreciation / (depreciation) in fair value of investments	15,498,202	(1,919,261)
Benefit and withdrawal payments	(13,592,562)	(5,170,843)
Administrative expenses	(640,396)	(418,537)
Net increase / (decrease) in net assets available for benefits	5,986,096	(231,140)
Net assets available for benefits at beginning of year	109,446,271	109,677,411
Net assets available for benefits at end of year	<u>\$ 115,432,367</u>	<u>\$ 109,446,271</u>

ACME BRICK COMPANY PENSION PLAN

Statements of Accumulated Plan Benefits

	January 1,	
	2012	2011
Actuarial present value of accumulated plan benefits:		
Vested benefits:		
Participants currently receiving payments	\$ 43,972,605	\$ 42,292,157
Other participants	72,117,134	69,901,776
Total vested benefits	116,089,739	112,193,933
Nonvested benefits	2,660,257	2,733,926
Total actuarial present value of accumulated plan benefits	<u>\$ 118,749,996</u>	<u>\$ 114,927,859</u>

Statement of Changes in Accumulated Plan Benefits Period from January 2, 2011 through January 1, 2012

Actuarial present value of accumulated plan benefits at January 2, 2011	\$ 114,927,859
Increase / (decrease) during the year attributable to:	
Benefits accumulated, experience loss and change in assumptions	2,252,434
Increase for interest due to decrease in discount period	6,740,546
Benefit and withdrawal payments	<u>(5,170,843)</u>
Net increase in actuarial present value of accumulated plan benefits	<u>3,822,137</u>
Actuarial present value of accumulated plan benefits at January 1, 2012	<u>\$ 118,749,996</u>

Acme Brick Company Pension Plan

Notes to Financial Statements

Years Ended December 31, 2012 and 2011

1. Description of plan

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

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

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

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

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

The Plan permits early retirement at ages 55 through 64, provided the employee has completed five years of vested service. In such case and at the request of the employee, a reduced pension may be payable immediately.

Acme Brick Company Pension Plan

Notes to Financial Statements - continued

The reduction is five twelfths of one percent (0.416%) for each month for which the starting date of pension payments precedes the employee's normal retirement date.

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

The Plan dictates automatic single sum distribution for any Participant whose total pension is less than or equal to \$5,000.

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

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

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

2. Summary of significant accounting policies

Basis of accounting

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

Investments

Investments of the Plan are held in the Acme Brick Company Pension Trust (the "Trust"), which is a master trust that also holds assets of the Acme Brick Company Union Pension Plan for Employees Represented by the United Steel, Paper & Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers International Union (USW), Local No. 602 of Perla, Arkansas. Such investments are stated at redemption value or fair value using quoted prices in an active market to the extent available. Investments in common stock and bonds are valued based on published market prices, which represent the net asset value of the underlying shares and do not entail any significant redemption restrictions. Investments in cash and cash equivalents are stated at cost, which approximates fair value.

Acme Brick Company Pension Plan

Notes to Financial Statements - continued

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

The Trust invests in a variety of stocks, bonds, fixed-income securities and other investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants account balances and the amount reported in the Plan's financial statements.

Actuarial present value of accumulated plan benefits

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

The actuarial present value of accumulated plan benefits is determined by the actuarial services department of MHBT, Inc. by applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment. The significant actuarial assumptions used in the valuations as of January 1, 2012 and 2011, include segment interest rates for target funding liability purposes, mortality basis (Internal Revenue Service ("IRS") 2012 Combined Static Mortality Table and IRS 2011 Combined Static Mortality Table, respectively) and date of retirement (age 65 with five years of participation or present age, if greater). The segment interest rates for 2012 have been changed to 5.54% for the first 5 years, 6.85% for the next 15 years and 7.52% for the rest of the period. The 2011 segment interest rates were 2.94% for the first 5 years, 5.82% for the next 15 years and 6.46% for the rest of the period. The actuarial value of assets is determined by subtracting from (or adding to) the current year-end market value the sum of the following:

- (i) 66 2/3% of the gain (or loss) during the first year preceding the valuation date,
- (ii) 33 1/3% of the gain (or loss) during the second year preceding the valuation date.

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

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

Benefit payments

Benefit payments to participants are recorded upon distribution.

Acme Brick Company Pension Plan

Notes to Financial Statements - continued

Use of estimates

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

3. Investments

JPMorgan Chase Bank, N.A., the Trustee of the Plan, holds the Plan's investments and executes all investment transactions under a nondiscretionary trust agreement dated January 1, 1986. All investment information disclosed in the accompanying financial statements, including investments (\$115,187,305 and \$108,946,333, respectively) and accrued interest and dividend receivable (\$245,062 and \$499,938, respectively) at December 31, 2012 and 2011, net appreciation / (depreciation) in fair value of investments (\$15,498,202 and \$(1,919,261), respectively), and interest and dividends (\$3,066,894 and \$3,771,773), respectively for the years ended December 31, 2012 and 2011, was obtained or derived from information supplied to the Plan Administrator by the Trustee.

Investments held by the Plan consist of a share of the assets of the Trust. Investments held by the Trust at December 31, 2012 and 2011, are summarized as follows based on information provided by the Trustee.

	2012		2011	
	Cost	Fair Value	Cost	Fair Value
Common stocks	\$ 87,546,849	\$ 97,130,733	\$ 88,573,038	\$ 76,573,828
Bonds:				
Government	1,272,071	1,498,643	1,465,016	1,687,086
Corporate	9,500,000	2,800,000	13,750,000	9,432,150
Mineral properties	1	-	1	-
Cash and cash equivalents	14,730,817	14,730,817	22,225,386	22,226,073
	<u>\$ 113,049,738</u>	<u>\$ 116,160,193</u>	<u>\$ 126,013,441</u>	<u>\$ 109,919,137</u>

The Plan's interest in the fair value of the Trust investments is approximately 99% of the Trust's net assets as of December 31, 2012 and 2011. Interest and dividend income earned by the Trust amounted to approximately \$3,093,380 and \$3,805,333 for the years ended December 31, 2012 and 2011, respectively.

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

Acme Brick Company Pension Plan

Notes to Financial Statements - continued

During 2012 and 2011, the investments of the Trust, including those bought, sold or held during the year, appreciated / (depreciated) in value as follows:

	2012	2011
Common stocks	\$ 15,912,238	\$ (484,752)
Bonds:		
Government	2,646	(7,653)
Corporate	(282,150)	(1,440,500)
Cash and cash equivalents	(688)	(3,433)
	<u>\$ 15,632,046</u>	<u>\$ (1,936,338)</u>

4. Fair value measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy under Financial Accounting Standards Board (“FASB”) Accounting Standard Codification (“ASC”) Topic No. 820, *Fair Value Measurements*, are described as follows:

- Level 1 — inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 — inputs to the valuation methodology include
 - quoted prices for similar assets or liabilities in active markets;
 - quoted prices for identical or similar assets or liabilities in inactive markets;
 - inputs other than quoted prices that are observable for the asset or liability;
 - inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 — inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Common stocks

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

Corporate debt instruments and U.S. government agency obligations

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

Cash and cash equivalents (money market funds)

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

The following table sets forth by level, within the fair value hierarchy, the Plan’s assets at fair value as of December 31, 2012 and 2011. The Plan has no assets classified within Level 3 of the valuation hierarchy.

Acme Brick Company Pension Plan

Notes to Financial Statements - continued

Assets at Fair Value as of December 31, 2012

	Level 1	Level 2	Total
Common stocks			
Health care - hospital / nursing management	\$ 19,342,750	\$ -	\$ 19,342,750
Capital goods - auto manufacturing	16,589,626	-	16,589,626
Capital goods - industrial machinery / components	12,903,288	-	12,903,288
Consumer services - telecommunications equipment	11,486,640	-	11,486,640
Energy - metal fabrications	3,417,500	-	3,417,500
Finance - major banks	12,952,511	-	12,952,511
Basic industries - metal fabrication	20,438,418	-	20,438,418
Total common stocks	97,130,733	-	97,130,733
Fixed income bonds			
Corporate	2,800,000	-	2,800,000
Government	1,498,643	-	1,498,643
Total fixed income bonds	4,298,643	-	4,298,643
Cash and cash equivalents	-	14,730,817	14,730,817
	<u>\$ 101,429,376</u>	<u>\$ 14,730,817</u>	<u>\$ 116,160,193</u>

Assets at Fair Value as of December 31, 2011

	Level 1	Level 2	Total
Common stocks			
Basic industries - package goods / cosmetics	\$ 13,718,912	\$ -	\$ 13,718,912
Consumer durables - major pharmaceuticals	13,575,060	-	13,575,060
Consumer non-durables - packaged foods	14,010,000	-	14,010,000
Finance - major banks	21,081,275	-	21,081,275
Finance - savings institutions	7,449,883	-	7,449,883
Energy - consumer electronics / appliances	6,716,250	-	6,716,250
Capital goods - industrial machinery / components	22,448	-	22,448
Total common stocks	76,573,828	-	76,573,828
Fixed income bonds			
Corporate	9,432,150	-	9,432,150
Government	1,687,086	-	1,687,086
Total fixed income bonds	11,119,236	-	11,119,236
Cash and cash equivalents	-	22,226,073	22,226,073
	<u>\$ 87,693,064</u>	<u>\$ 22,226,073</u>	<u>\$ 109,919,137</u>

5. Funding policy

The Company's policy is to meet all regulatory minimum-funding requirements and to fund the amortization of each element of any unfunded accrued liability over twenty years from the date of establishment. No minimum-funding contribution was required for the year ended December 31, 2012. However, the Company made preliminary contributions totaling \$1,653,958 that will be used to offset future years contributions, as needed. A minimum-funding contribution of approximately \$3,506,000 was required for the year ended December 31, 2011.

Acme Brick Company Pension Plan

Notes to Financial Statements - continued

6. Income tax status

The Plan has received a determination letter from the IRS dated February 18, 2010, stating that the Plan is qualified under Section 401(a) of the Code and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan has been amended since receiving its determination letter. However, the Company believes the Plan is operating in compliance with the Code.

GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) 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 asset) 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 last three tax years remain subject to potential examination by major tax jurisdictions as of December 31, 2012.

7. Administrative expenses

One employee of the Company performs certain administrative expenses for the Trust. The Trust reimburses the Company for such services which amounted to approximately \$49,000 and \$37,000 in 2012 and 2011, respectively. Other employees also perform administrative functions for the Trust; however, these services are not reimbursed by the Trust.

8. Plan amendments

On January 31, 2011, the Company completed the acquisition of substantially all of the assets of Jenkins Brick and Tile, LLC ("Jenkins"). All former employees of Jenkins are not eligible to participate in the Plan. If an employee originally employed by Jenkins transfers employment to an Acme Brick Company location where employees participate in the Plan, then benefit accruals and Plan participation begin at the date of transfer. If an employee participating in the Plan transfers employment to a Jenkins location, participation in the Plan and benefit accruals continue according to Plan provisions.

On September 28, 2012, the Company allowed a special lump sum payment, issued in December 2012, for participants who met each of the following criteria:

- Participants' employment with the Company had been terminated as of the close of business on September 30, 2012,
- Participant had accrued a normal, late, early or deferred vested pension,
- Participant had not yet commenced his pension on October 1, 2012, or an earlier date, and
- Participant had not been re-employed by an affiliate of the Company by the end of 2012.

9. Subsequent event

Effective January 1, 2013, the Plan terminated its trust agreement with JPMorgan Chase Bank, N.A. The Plan entered into a new trust agreement with Wells Fargo Bank N.A., effective January 2, 2013. In connection with the new agreement, the majority of assets were transferred during January 2013.

Acme Brick Company Pension Plan

Notes to Financial Statements - continued

Effective March 1, 2013, management implemented a “soft freeze” of the Plan. The amendment states that no employee will become a participant in the Plan who was not originally employed before the effective date. Additionally, an employee originally employed at a Jenkins Brick Company location who, on or after March 1, 2013, becomes employed by an Acme Brick Company location, will not become a participant in the Plan.

In preparing the Plan’s financial statements, management of the Company has evaluated all subsequent events and transactions for potential recognition or disclosure through July 12, 2013, the date the financial statements were available for issuance.

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation**Single-Employer Defined Benefit Plan
Actuarial Information**

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

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

OMB No. 1210-0110

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

▶ Round off amounts to nearest dollar.

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

A Name of plan

Acme Brick Company Pension Plan

**B Three-digit
plan number (PN)**

001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF

Acme Building Brands, Inc.

D Employer Identification Number (EIN)

75-2864968

E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B**F Prior year plan size:** ☐ 100 or fewer ☐ 101-500 ☒ More than 500**Part I Basic Information****1** Enter the valuation date: Month 1 Day 1 Year 2012**2 Assets:****a** Market value **2a** 109,446,271**b** Actuarial value **2b** 113,231,606**3 Funding target/participant count breakdown:****(1) Number of participants****(2) Funding Target****a** For retired participants and beneficiaries receiving payment **3a** 1,153 52,999,540**b** For terminated vested participants **3b** 1,338 12,916,149**c For active participants:****(1)** Non-vested benefits **3c(1)** 2,431,311**(2)** Vested benefits **3c(2)** 36,590,513**(3)** Total active **3c(3)** 1,530 39,021,824**d** Total **3d** 4,021 104,937,513**4** If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐**a** Funding target disregarding prescribed at-risk assumptions **4a****b** Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor **4b****5** Effective interest rate **5** 7.06 %**6** Target normal cost **6** 2,210,159**Statement by Enrolled Actuary**

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

**SIGN
HERE**

Signature of actuary

10/14/2014

Date

Bruce R. Nordstrom, FSA, EA, MAAA

14-05871

Type or print name of actuary

Most recent enrollment number

MHBT Inc.

(972) 770-1600

Firm name

Telephone number (including area code)

8144 Walnut Hill Lane
16th Floor
Dallas

TX 75231

Address of the firm

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

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

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of _____ %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b Interest on (a) using prior year's effective interest rate of <u>5.98</u> % except as otherwise provided (see instructions)		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	0	0

Part III Funding Percentages

14 Funding target attainment percentage	14	107.90 %
15 Adjusted funding target attainment percentage	15	107.90 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	92.98 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/13/2012	826,979				
07/13/2012	826,979				
Totals ▶			18(b)	1,653,958	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	1,608,564

20 Quarterly contributions and liquidity shortfalls:

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

Liquidity shortfall as of end of quarter of this plan year				
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th	
0	0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost**21 Discount rate:****a Segment rates:**1st segment:
5.54 %2nd segment:
6.85 %3rd segment:
7.52 %☐ N/A, full yield curve used**b Applicable month (enter code)..... 21b 0****22 Weighted average retirement age 22 62****23 Mortality table(s) (see instructions) ☒ Prescribed - combined ☐ Prescribed - separate ☐ Substitute****Part VI Miscellaneous Items****24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment..... ☐ Yes ☒ No****25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment..... ☐ Yes ☒ No****26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment..... ☒ Yes ☐ No****27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment..... 27****Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years****28 Unpaid minimum required contributions for all prior years 28 0****29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)..... 29 0****30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29) 30 0****Part VIII Minimum Required Contribution For Current Year****31 Target normal cost and excess assets (see instructions):****a Target normal cost (line 6)..... 31a 2,210,159****b Excess assets, if applicable, but not greater than line 31a 31b 2,210,159**

	Outstanding Balance	Installment
32 Amortization installments:		
a Net shortfall amortization installment.....	0	0
b Waiver amortization installment.....	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount 33**34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)..... 34 0**

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0

36 Additional cash requirement (line 34 minus line 35)..... 36 0**37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)..... 37 1,608,564****38 Present value of excess contributions for current year (see instructions)****a Total (excess, if any, of line 37 over line 36) 38a 1,608,564****b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances 38b 0****39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37) 39 0****40 Unpaid minimum required contributions for all years 40 0****Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)****41 If an election was made to use PRA 2010 funding relief for this plan:****a Schedule elected ☐ 2 plus 7 years ☐ 15 years****b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011****42 Amount of acceleration adjustment 42****43 Excess installment acceleration amount to be carried over to future plan years 43**

Plan Name	Acme Brick Company Pension Plan
Plan Sponsor's Name	Acme Building Brands, Inc.

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