

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), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2009</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2008</u> and ending <u>12/31/2008</u>	
A This return/report is for:	<input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or <input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____
B This return/report is:	<input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report; <input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	<input type="checkbox"/>
D Check box if filing under:	<input type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program; <input type="checkbox"/> special extension (enter description)

Part II	Basic Plan Information —enter all requested information								
1a Name of plan <u>OLDCASTLE SOUTHWEST 401K RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan</td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan					
1b Three-digit plan number (PN) ▶	<u>002</u>								
1c Effective date of plan									
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>OLDCASTLE SW GROUP, INC</u> <u>PO BOX 3609</u> <u>2273 RIVER ROAD</u> <u>GRAND JUNCTION, CO 81502</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">2b Employer Identification Number (EIN) <u>84-0449536</u></td> <td style="width: 20%;"></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number</td> </tr> <tr> <td colspan="2">2d Business code (see instructions)</td> </tr> <tr> <td colspan="2" style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) <u>84-0449536</u>		2c Sponsor's telephone number		2d Business code (see instructions)			
2b Employer Identification Number (EIN) <u>84-0449536</u>									
2c Sponsor's telephone number									
2d Business code (see instructions)									

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			
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2009)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") OLDCASTLE SW GROUP, INC PO BOX 3609 2273 RIVER ROAD GRAND JUNCTION, CO 81502		3b Administrator's EIN 84-0449536
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5	
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	
b Retired or separated participants receiving benefits.....	6b	
c Other retired or separated participants entitled to future benefits.....	6c	
d Subtotal. Add lines 6a , 6b , and 6c	6d	
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	
f Total. Add lines 6d and 6e	6f	
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	
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 Characteristic Codes in the instructions:		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:		

9a Plan funding arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input type="checkbox"/> Trust (4) <input type="checkbox"/> 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) <input type="checkbox"/> R (Retirement Plan Information) (2) <input type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) <input type="checkbox"/> SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) <input type="checkbox"/> H (Financial Information) (2) <input type="checkbox"/> I (Financial Information – Small Plan) (3) <input type="checkbox"/> A (Insurance Information) (4) <input type="checkbox"/> C (Service Provider Information) (5) <input type="checkbox"/> D (DFE/Participating Plan Information) (6) <input type="checkbox"/> G (Financial Transaction Schedules)

Form **5500**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit PlanThis form is required to be filed 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.Official Use Only
OMB Nos. 1210-0110
1210-0089**2008**This Form is Open to
Public Inspection.**Part I Annual Report Identification Information**For the calendar plan year 2008 or fiscal plan year beginning 01/01/2008 and ending 12/31/2008

- A** This return/report is for: (1) ☐ a multiemployer plan; (3) ☐ a multiple-employer plan; or
(2) ☒ a single-employer plan (other than a multiple-employer plan); (4) ☐ a DFE (specify) _____
- B** This return/report is: (1) ☐ the first return/report filed for the plan; (3) ☐ the final return/report filed for the plan;
(2) ☐ an amended return/report; (4) ☐ a short plan year return/report (less than 12 months).
- C** If the plan is a collectively-bargained plan, check here _____ ▶ ☐
- D** If filing under an extension of time or the DFVC program, check box and attach required information. (see instructions). _____ ▶ ☒

Part II Basic Plan Information -- enter all requested information.

1a Name of plan OLDCASTLE SOUTHWEST 401K RETIREMENT PLAN	1b Three-digit plan number (PN) ▶ 002
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) OLDCASTLE SW GROUP, INC. PO BOX 3609 2273 RIVER ROAD GRAND JUNCTION CO 81502	1c Effective date of plan (mo., day, yr.) 03/01/2000 <hr/> 2b Employer Identification Number (EIN) 84-0449536 <hr/> 2c Sponsor's telephone number 970-243-4900 <hr/> 2d Business code (see instructions) 237310

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 if it is being filed electronically, and to the best of my knowledge and belief, it is true, correct and complete.

SIGN HERE	<i>Lowell Laycock</i>	<u>10/1/09</u>	<i>Lowell Laycock</i>
	Signature of plan administrator	Date	Type or print name of individual signing as plan administrator
SIGN HERE	<i>Lowell Laycock</i>	<u>10/1/09</u>	<i>Lowell Laycock</i>
	Signature of employer/plan sponsor/DFE	Date	Type or print name of individual signing as employer, plan sponsor or DFE

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

v11.3

Form **5500** (2008)
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3a Plan administrator's name and address (If same as plan sponsor, enter "Same")
SAME

3b Administrator's EIN

3c Administrator's telephone number

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

a Sponsor's name

b EIN

c PN

5 Preparer information (optional) **a** Name (including firm name, if applicable) and address
WELLS FARGO BANK, N.A.

b EIN

94-1347393

c Telephone number

651-205-5474

MAC: N9113-030 2700 SNELLING AVE N

ROSEVILLE

MN

55113

6 Total number of participants at the beginning of the plan year	6	1409
7 Number of participants as of the end of the plan year (welfare plans complete only lines 7a, 7b, 7c, and 7d)		
a Active participants	7a	1010
b Retired or separated participants receiving benefits	7b	1
c Other retired or separated participants entitled to future benefits	7c	345
d Subtotal. Add lines 7a, 7b, and 7c	7d	1356
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	7e	0
f Total. Add lines 7d and 7e	7f	1356
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	7g	1037
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	7h	32
i If any participant(s) separated from service with a deferred vested benefit, enter the number of separated participants required to be reported on a Schedule SSA (Form 5500)	7i	66

8 Benefits provided under the plan (complete 8a and 8b, as applicable)

- a** ☒ Pension benefits (check this box if the plan provides pension benefits and enter the applicable pension feature codes from the List of Plan Characteristics Codes printed in the instructions): 2E 2G 2F 2J 2K 3E 3F
- b** ☐ Welfare benefits (check this box if the plan provides welfare benefits and enter the applicable welfare feature codes from the List of Plan Characteristics Codes printed 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

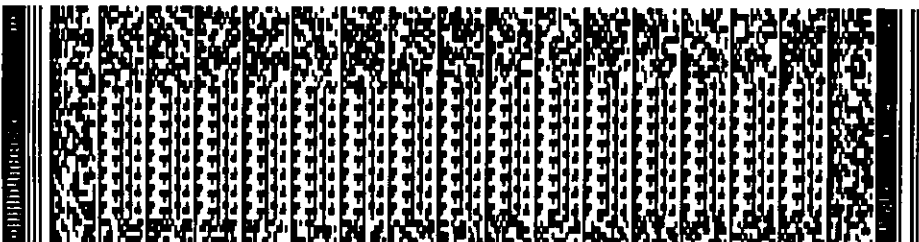


10 Schedules attached (Check all applicable boxes and, where indicated, enter the number attached. See instructions.)**a Pension Benefit Schedules**

- | | | | |
|-----|-------------------------------------|------------|--|
| (1) | <input checked="" type="checkbox"/> | R | (Retirement Plan Information) |
| (2) | <input type="checkbox"/> | B | (Actuarial Information) |
| (3) | <input type="checkbox"/> | E | (ESOP Annual Information) |
| (4) | <input checked="" type="checkbox"/> | SSA | (Separated Vested Participant Information) |

b Financial Schedules

- | | | | |
|-----|-------------------------------------|----------|---------------------------------------|
| (1) | <input checked="" type="checkbox"/> | H | (Financial Information) |
| (2) | <input type="checkbox"/> | I | (Financial Information -- Small Plan) |
| (3) | <input type="checkbox"/> | A | (Insurance Information) |
| (4) | <input checked="" type="checkbox"/> | C | (Service Provider Information) |
| (5) | <input checked="" type="checkbox"/> | D | (DFE/Participating Plan Information) |
| (6) | <input type="checkbox"/> | G | (Financial Transaction Schedules) |



**SCHEDULE C
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Service Provider InformationThis schedule is required to be filed under section 104 of the
Employee Retirement Income Security Act of 1974.► **File as an attachment to Form 5500.**

Official Use Only

OMB No. 1210-0110

2008**This Form is Open to
Public Inspection.**

For calendar plan year 2008 or fiscal plan year beginning and ending

A Name of plan OLDCASTLE SOUTHWEST 401K RETIREMENT PLAN	B Three-digit plan number ► 002
C Plan sponsor's name as shown on line 2a of Form 5500 OLDCASTLE SW GROUP, INC.	D Employer Identification Number 84-0449536

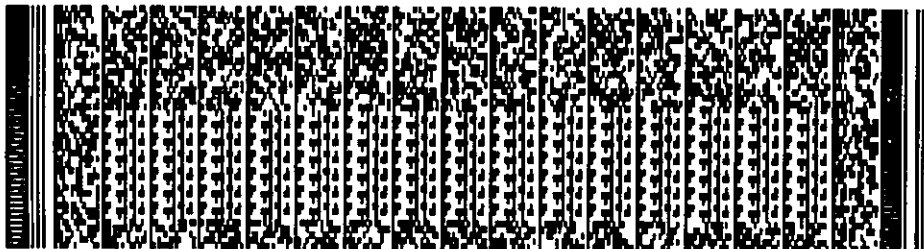
Part I Service Provider Information (see instructions)

- 1** Enter the total dollar amount of compensation paid by the plan to all persons, other than those listed below, who received compensation during the plan year: **1** 0
- 2** On the first item below list the contract administrator, if any, as defined in the instructions. On the other items, list service providers in descending order of the compensation they received for the services rendered during the plan year. List only the top 40. 103-12 IEs should enter N/A in (c) and (d).

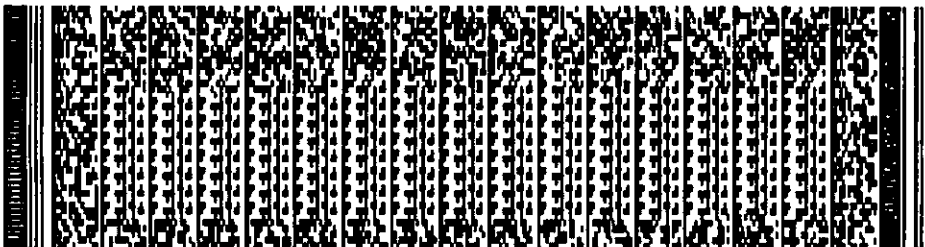
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position
		Contract administrator
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan
		(g) Nature of service code(s) (see instructions)
		12

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position
WELLS FARGO BANK, N.A.	94-1347393	TRUSTEE
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan
		(g) Nature of service code(s) (see instructions)
FIDUCIARY		67503
		26

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(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)



**Schedule SSA (Form 5500) removed
from filing and forwarded to the
Social Security Administration.**

Part III Termination Information on Accountants and Enrolled Actuaries (see Instructions)

(a) Name _____ (b) EIN _____

(c) Position _____

(d) Address _____

(e) Telephone No. _____

Explanation: _____

(a) Name _____ (b) EIN _____

(c) Position _____

(d) Address _____

(e) Telephone No. _____

Explanation: _____

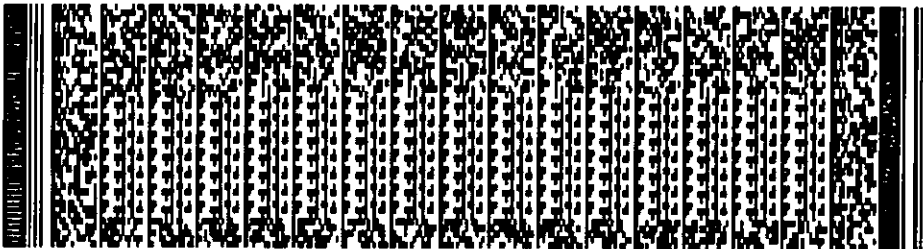
(a) Name _____ (b) EIN _____

(c) Position _____

(d) Address _____

(e) Telephone No. _____

Explanation: _____



**SCHEDULE D
(Form 5500)**

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

► File as an attachment to Form 5500.

Official Use Only

OMB No. 1210-0110

2008

This Form is Open to
Public Inspection.

For calendar plan year 2008 or fiscal plan year beginning and ending

A Name of plan or DFE OLDCASTLE SOUTHWEST 401K RETIREMENT PLAN	B Three-digit plan number ► 002
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 OLDCASTLE SW GROUP, INC.	D Employer Identification Number 84-0449536

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(a) Name of MTIA, CCT, PSA, or 103-12 IE WELLS FARGO STABLE RETURN FUND

(b) Name of sponsor of entity listed in (a) WELLS FARGO BANK, N.A.

(c) EIN-PN 52-2251407-001 (d) Entity code C (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7667991

(a) Name of MTIA, CCT, PSA, or 103-12 IE WELLS FARGO RUSSELL 2000 INDEX FUND

(b) Name of sponsor of entity listed in (a) WELLS FARGO BANK, N.A.

(c) EIN-PN 94-3316721-001 (d) Entity code C (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 500654

(a) Name of MTIA, CCT, PSA, or 103-12 IE WELLS FARGO S&P MIDCAP INDEX FUND

(b) Name of sponsor of entity listed in (a) WELLS FARGO BANK, N.A.

(c) EIN-PN 94-3324226-001 (d) Entity code C (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 269343

(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) _____

For Paperwork Reduction Act Notice and OMB Control Numbers, see the Instructions for Form 5500. v11.3 Schedule D (Form 5500) 2008



(a) Name of MTIA, CCT, PSA, or 103-12 IE _____

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

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

(a) Name of MTIA, CCT, PSA, or 103-12 IE _____

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

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

(a) Name of MTIA, CCT, PSA, or 103-12 IE _____

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

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

(a) Name of MTIA, CCT, PSA, or 103-12 IE _____

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

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

(a) Name of MTIA, CCT, PSA, or 103-12 IE _____

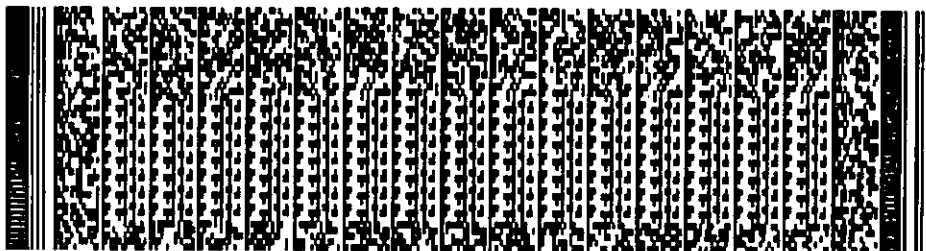
(b) Name of sponsor of entity listed in (a) _____

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

(a) Name of MTIA, CCT, PSA, or 103-12 IE _____

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

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



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

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____



**SCHEDULE H
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Financial InformationThis 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.

Official Use Only

OMB No. 1210-0110

2008**This Form is Open to
Public Inspection.**

For calendar year 2008 or fiscal plan year beginning

and ending

A Name of plan

OLDCASTLE SOUTHWEST 401K RETIREMENT PLAN

B Three-digit
plan number ►

002

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

OLDCASTLE SW GROUP, INC.

D Employer Identification Number

84-0449536

Part I **Asset and Liability Statement**

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

Assets

	(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	89656	19500
b Receivables (less allowance for doubtful accounts):		
(1) Employer contributions	14967	223468
(2) Participant contributions	46255	22545
(3) Other	16695	105
c General investments:		
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	95576	60247
(2) U.S. Government securities		
(3) Corporate debt instruments (other than employer securities):		
(A) Preferred	c(3)(A)	
(B) All other	c(3)(B)	
(4) Corporate stocks (other than employer securities):		
(A) Preferred	c(4)(A)	
(B) Common	c(4)(B)	808553
(5) Partnership/joint venture interests	c(5)	
(6) Real estate (other than employer real property)	c(6)	
(7) Loans (other than to participants)	c(7)	
(8) Participant loans	c(8)	632
(9) Value of interest in common/collective trusts	c(9)	6770293
(10) Value of interest in pooled separate accounts	c(10)	
(11) Value of interest in master trust investment accounts	c(11)	
(12) Value of interest in 103-12 investment entities	c(12)	
(13) Value of interest in registered investment companies (e.g., mutual funds)	c(13)	11236994
(14) Value of funds held in insurance co. general account (unallocated contracts) ..	c(14)	
(15) Other	c(15)	

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

v11.3

Schedule H (Form 5500) 2008



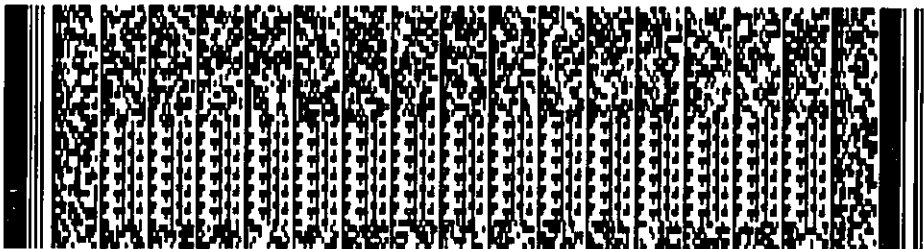
Official Use Only

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	d(1)		
(2) Employer real property	d(2)		
e Buildings and other property used in plan operation	e		
f Total assets (add all amounts in lines 1a through 1e)	f	19079621	18578608
Liabilities			
g Benefit claims payable	g		
h Operating payables	h		
i Acquisition indebtedness	i		
j Other liabilities	j		
k Total liabilities (add all amounts in lines 1g through 1j)	k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	l	19079621	18578608

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	a(1)(A)	680152	
(B) Participants	a(1)(B)	1473258	
(C) Others (including rollovers)	a(1)(C)	8880	
(2) Noncash contributions	a(2)		
(3) Total contributions. Add lines 2a(1)(A), (B), (C), and line 2a(2)	a(3)		2162290
b Earnings on Investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	b(1)(A)	2310	
(B) U.S. Government securities	b(1)(B)		
(C) Corporate debt instruments	b(1)(C)		
(D) Loans (other than to participants)	b(1)(D)		
(E) Participant loans	b(1)(E)	34	
(F) Other	b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	b(1)(G)		2344
(2) Dividends: (A) Preferred stock	b(2)(A)		
(B) Common stock	b(2)(B)	15617	
(C) Total dividends. Add lines 2b(2)(A) and (B)	b(2)(C)		15617
(3) Rents	b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	b(4)(A)	1304553	
(B) Aggregate carrying amount (see instructions)	b(4)(B)	1360235	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	b(4)(C)		-55682



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	(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	b(5)(A)	
(B) Other	b(5)(B)	-113224
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	b(5)(C)	-113224
(6) Net investment gain (loss) from common/collective trusts	b(6)	74085
(7) Net investment gain (loss) from pooled separate accounts	b(7)	
(8) Net investment gain (loss) from master trust investment accounts	b(8)	
(9) Net investment gain (loss) from 103-12 investment entities	b(9)	
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	b(10)	-4047338
c Other income	c	
d Total income. Add all income amounts in column (b) and enter total	d	-1961908
Expenses		
e Benefit payment and payments to provide benefits:		
(1) Directly to participants or beneficiaries, including direct rollovers	e(1)	1071912
(2) To insurance carriers for the provision of benefits	e(2)	
(3) Other	e(3)	
(4) Total benefit payments. Add lines 2e(1) through (3)	e(4)	1071912
f Corrective distributions (see instructions)	f	27654
g Certain deemed distributions of participant loans (see instructions)	g	
h Interest expense	h	
i Administrative expenses: (1) Professional fees	i(1)	
(2) Contract administrator fees	i(2)	
(3) Investment advisory and management fees	i(3)	
(4) Other	i(4)	67503
(5) Total administrative expenses. Add lines 2i(1) through (4)	i(5)	67503
j Total expenses. Add all expense amounts in column (b) and enter total	j	1167069
Net Income and Reconciliation		
k Net income (loss) (subtract line 2j from line 2d)	k	-3128977
l Transfers of assets		
(1) To this plan	l(1)	2627964
(2) From this plan	l(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

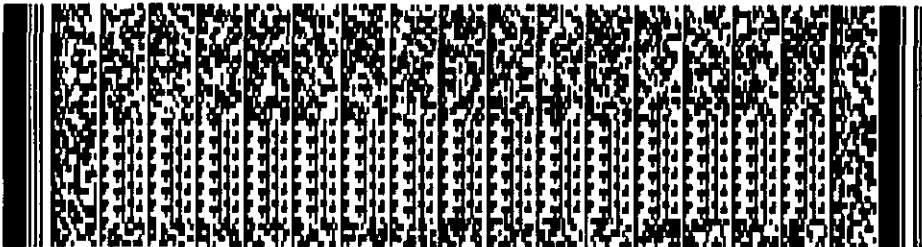
b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) ▶ 84-0795096

DALBY, WENDLAND & CO., P.C.

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 Transactions During Plan Year

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

During the plan year:

	Yes	No	Amount
a Did the employer fail to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? (See instructions and DOL's Voluntary Fiduciary Correction Program.)	X		2687
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		10000000
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	

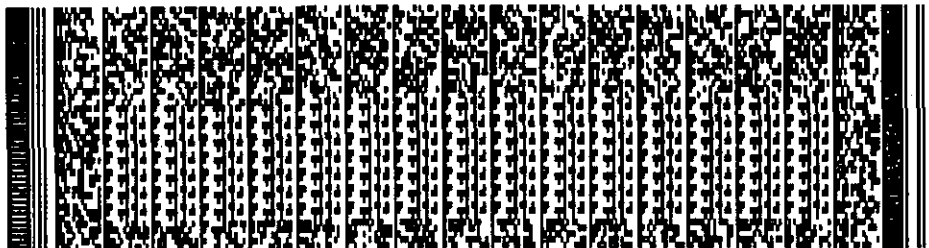
5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year. ☐ Yes ☐ No Amount

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)



Attachment to Form 5500
2008 Schedule H, Line 4a - Schedule of Delinquent Participant Contributions

Plan Name OLDCASTLE SOUTHWEST 401K RETIREMENT PLAN **EIN** 84-0449536 **PN** 002

Total that Constitute Nonexempt Prohibited Transactions				
Participant Contribution Transferred Late to Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
2,687	2,687	0	0	0

Schedule H Line 4i--Schedule of Assets Held for Investment Purposes at End of Year
For plan year ending December 31, 2008

OLDCASTLE SOUTHWEST GROUP, INC.
 OLDCASTLE SOUTHWEST
 401(K) RETIREMENT PLAN

EIN:84-0449536
 PLAN #:002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
*	WF AVTG CASH INVESTMENT FUND	Registered Investment Company	60,247.29
*	WF COLL STABLE RETURN (N6)	Common/Collective Fund	7,667,991.16
	PIMCO TOTAL RETURN	Registered Investment Company	829,869.42
	T ROWE PRICE HIGH YIELD	Registered Investment Company	309,368.27
*	WF AVTG CONSERV ALLOCATION	Registered Investment Company	309,722.63
*	WF ADVTG GROWTH BALANCED-ADM	Registered Investment Company	766,137.82
	T ROWE PRICE DIVIDEND GROWTH	Registered Investment Company	302,507.28
*	WF ADVANTAGE INDEX - ADMIN	Registered Investment Company	237,117.54
*	WELLS FARGO RUSSELL 2000 IND N	Common/Collective Fund	500,653.80
	FIDELITY ADV DIVERSIFIED INTL	Registered Investment Company	788,618.07
*	WF AVTG DIVERSIFIED EQUITY-ADM	Registered Investment Company	500,928.32
	FIDELITY CONTRA	Registered Investment Company	1,323,384.75
*	WF ADVANTAGE GROWTH EQUITY-ADM	Registered Investment Company	601,804.28
*	WF AVTG MIDCAP DISCIPLINED-ADM	Registered Investment Company	40,964.13
	JANUS TWENTY (J)	Registered Investment Company	1,785,280.04
	VANGUARD VALUE INDEX	Registered Investment Company	344,818.93
	T ROWE PRICE MID-CAP GROWTH	Registered Investment Company	752,022.60
*	WELLS FARGO S&P MIDCAP INDEX N	Common/Collective Fund	269,342.80
	JANUS GLOBAL TECHNOLOGY (J)	Registered Investment Company	222,088.56
*	OLDCASTLE MATERIALS CO STOCK	Corporate Stock: Common	695,859.99
*	LOAN FUND	Various Int Rates and Mat Dates	4,262.32
Total assets held for investment purposes			18,312,990.00
			=====

*Represents a party in interest to the plan

**SCHEDULE R
(Form 5500)**

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

► **File as an Attachment to Form 5500.**

Official Use Only

OMB No. 1210-0110

2008

**This Form is Open to
Public Inspection.**

For calendar year 2008 or fiscal plan year beginning _____ and ending _____

A Name of plan OLDCASTLE SOUTHWEST 401K RETIREMENT PLAN	B Three-digit plan number 002
C Plan sponsor's name as shown on line 2a of Form 5500 OLDCASTLE SW GROUP, INC.	D Employer Identification Number 84-0449536

Part II 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 plan year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits). 41-6257133	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3

Part III 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 7.

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

6a Enter the minimum required contribution for this plan year	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 7 and 8 and complete line 9.

7 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure 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

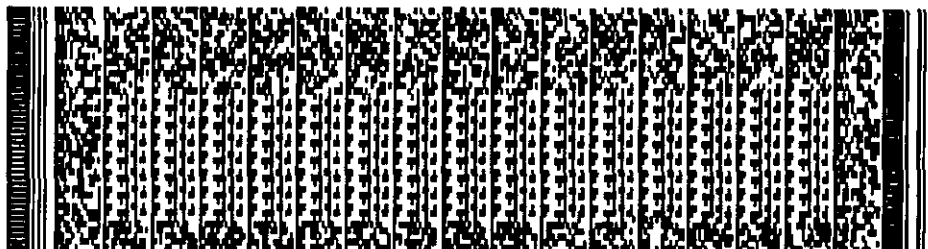
Part III Amendments

8 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(es). If no, check the "No" box. (See instructions.) ☐ Increase ☐ Decrease ☐ No

Part IV Coverage (See Instructions.)

9 Check the box for the test this plan used to satisfy the coverage requirements ☒ ratio percentage test ☐ average benefit test

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. v11.3 Schedule R (Form 5500) 2008



FORM 5500, BOX D – DFVC FILING

Oldcastle Southwest 401(k) Retirement Plan

EIN: 84-0449536

Plan Number: 002

This Form 5500 is being filed under the DFVC Program.

**OLDCASTLE SOUTHWEST
401(K) RETIREMENT PLAN**

**FINANCIAL STATEMENTS
AND
REPORT OF INDEPENDENT AUDITOR**

December 31, 2008 and 2007

DALBY, WENDLAND & CO., P.C.



Certified Public Accountants & Consultants

464 MAIN STREET • P.O. BOX 430 • GRAND JUNCTION, COLORADO 81502-0430
TELEPHONE 970/243-1921 • FAX 970/243-9214 • www.dalbypca.com

Board of Trustees
Oldcastle Southwest 401(k) Retirement Plan

REPORT OF INDEPENDENT AUDITOR

We were engaged to audit the statements of net assets available for Plan benefits and the related statements of changes in net assets available for Plan benefits of Oldcastle Southwest 401(k) Retirement Plan (the Plan) as of and for the years ended December 31, 2008 and 2007, as well as the supplemental Schedule H, line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2008. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2008 and 2007, that the information provided to the Plan administrator by the trustee is complete and accurate.

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

DALBY, WENDLAND & CO., P.C.

April 27, 2010

OLDCASTLE SOUTHWEST 401(K) RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

December 31, 2008 and 2007

	<u>2008</u>	<u>2007</u>
ASSETS		
Investments, at Fair Value		
Mutual funds	\$ 9,114,633	\$ 11,236,994
Common collective trusts	8,437,988	6,770,293
Common stocks	695,860	808,553
Interest bearing cash	60,247	95,576
Participant loans	4,262	632
<i>Total Investments, at Fair Value</i>	<u>18,312,990</u>	<u>18,912,048</u>
Cash and Cash Equivalents	19,500	89,656
Receivables		
Participant contributions	22,545	46,255
Employer contributions	233,617	14,967
Accrued interest	105	16,695
<i>Total Assets</i>	<u><u>\$ 18,588,757</u></u>	<u><u>\$ 19,079,621</u></u>
LIABILITIES		
Administrative Expenses Payable	\$ 16,446	\$ 17,582
Corrective Distributions Payable	112,644	28,337
<i>Total Liabilities</i>	<u>129,090</u>	<u>45,919</u>
<i>Net Assets Available for Plan Benefits</i>	<u><u>\$ 18,459,667</u></u>	<u><u>\$ 19,033,702</u></u>

See accompanying notes.

OLDCASTLE SOUTHWEST 401(K) RETIREMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS

For the years ended December 31, 2008 and 2007

	<u>2008</u>	<u>2007</u>
Additions to Net Assets Attributed to:		
Investment (loss) income		
Net (depreciation) appreciation in fair value of investments	\$ (4,142,159)	\$ 1,495,509
Interest and dividends	17,961	20,797
<i>Total Investment (Loss) Income</i>	<u>(4,124,198)</u>	<u>1,516,306</u>
Transfer of assets	<u>2,627,964</u>	<u>-</u>
Contributions		
Participant contributions	1,482,138	1,679,555
Employer contributions	690,301	319,900
<i>Total Contributions</i>	<u>2,172,439</u>	<u>1,999,455</u>
<i>Total Additions</i>	<u>676,205</u>	<u>3,515,761</u>
Deductions from Net Assets Attributed to:		
Benefits paid to participants	1,183,873	881,648
Administrative expenses	66,367	71,096
<i>Total Deductions</i>	<u>1,250,240</u>	<u>952,744</u>
<i>Net (Decrease) Increase in Net Assets Available for Plan Benefits</i>	<u>(574,035)</u>	<u>2,563,017</u>
Net Assets Available for Plan Benefits - beginning of the year	<u>19,033,702</u>	<u>16,470,685</u>
Net Assets Available for Plan Benefits - end of the year	<u><u>\$ 18,459,667</u></u>	<u><u>\$ 19,033,702</u></u>

See accompanying notes.

OLDCASTLE SOUTHWEST 401(K) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2008 and 2007

NOTE 1 - PLAN DESCRIPTION

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

General

The Plan is a defined contribution plan covering all full-time employees of Oldcastle Southwest, Inc. (the Company) who are at least eighteen years of age and have completed three months of service for the Company. Employees are eligible to participate in the profit sharing portion of the Plan once they have (1) attained the age of eighteen, (2) completed at least six months of service for the Company during the Plan year, and (3) are employed on the last day of the Plan year or have terminated employment due to death, disability, or retirement. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Employee Contributions

Participants are permitted to contribute pre-tax salary deferrals of annual compensation, excluding bonuses, at a minimum of one percent and a maximum of 75 percent of eligible compensation not to exceed allowable dollar limits set by federal law. Participants direct the investment of contributions into various investment options offered by the Plan. Transfers from qualified plans are allowable under the provisions of the Plan.

Employer Contributions

The Company may, at the discretion of Company management, authorize a matching contribution in an amount to be determined by the Company. For the years ended December 31, 2008 and 2007, the Company authorized a matching contribution equal to the lesser of 50 percent of participants' pre-tax salary deferral contributions or three percent of participants' eligible compensation, as defined by the Plan document. Intermountain Construction & Materials, a division of the Company that merged with the Plan in 2008 (see Note 7), allowed matching contributions equal to 100 percent of pre-tax salary deferral contributions up to a maximum of four percent of eligible compensation, as defined by the Plan document.

Additionally, the Company may, at the discretion of Company management, make profit sharing contributions, as defined by the Plan document. LS Jensen, a division of the Company that merged with the Plan in 2008 (see Note 7) made a profit sharing contribution for the year ended 2008. No other profit sharing contributions were made for the years ended December 31, 2008 and 2007.

Participant Accounts

Each participant's account is credited with the participant's contributions, the Plan's contributions on the participant's behalf, forfeitures of non-vested terminated participants' accounts, and an allocation of Plan earnings. Allocations are based on participant earnings or account balances, as defined by the Plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investment Elections

Each participant may direct that salary reductions and profit sharing contributions allocated to their account be invested in one or more of the mutual fund investment alternatives offered. Participants may change such allocations at any time directly with Wells Fargo Bank, N.A., trustee.

Vesting

Participants are immediately vested in their voluntary pre-tax salary deferral contributions plus actual earnings thereon as well as any rollover contributions made to the Plan. Vesting in the Company's matching contribution and profit sharing contribution portions of their account plus actual earnings thereon is based on continuous service and is determined as follows:

<u>Years of Service</u>	<u>Vested Percentage</u>
Less than 1	0%
1	10%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

A participant can also become 100 percent vested in the Company's matching contribution and profit sharing contribution portions of their account plus earnings thereon if the participant attains age 65 or if service is terminated due to death or disability.

Payment of Benefits

Upon separation of service, a participant will receive a lump-sum payment equal to the value of his or her account, provided the account does not have a value greater than \$1,000. Distributions greater than \$1,000 must be directly rolled over to an IRA on behalf of the terminated participants who do not select a payout option. A participant with a vested account balance greater than \$5,000 may continue holding investments within the Plan, or elect to withdraw. Prior to separation from service, participants may elect to receive a distribution if they have attained the age of 65, incurred a financial hardship as defined in the Plan agreement, or if the distribution constitutes funds related to a rollover contribution previously made by a participant to the Plan.

Forfeitures

Forfeitures are determined at year-end and are used to reduce future contributions to be made by the Company or are re-allocated to eligible participants' accounts, as defined in the Plan document. As of and for the years ended December 31, unallocated forfeiture balances are

\$34,642 (2008) and \$20,605 (2007), and forfeitures allocated to participant accounts were \$0 (2008) and \$37,300 (2007), respectively. The unallocated forfeitures are not considered assets available for Plan benefits as of year end.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Investments Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (see Note 5).

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

Payment of Benefits

All benefits are recorded when paid.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

NOTE 3 - INVESTMENTS

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

	2008
WF Stable Return Fund S	\$ 7,667,991
Janus Invt Twenty FD Inc	\$ 1,785,280
Fidelity Contrafund	\$ 1,323,385
	2007
WF Stable Return Fund S	\$ 6,011,635
Janus Invt Twenty FD Inc	\$ 2,066,875
Fidelity Contrafund	\$ 1,828,156
WF Advantage Growth Balanced Fund	\$ 1,120,093
Fidelity Advisor Diversified International Fund (A)	\$ 1,071,218
WF Advantage Growth Equity Fund	\$ 1,019,534
WF Advantage Diversified Equity Fund	\$ 963,910

During the years ended December 31, the Plan's investments (including gains and losses on investments bought and sold as well as held during the year) changed in value as follows:

	2008	2007
Mutual funds	\$ (4,216,244)	\$ 1,243,667
Common collective trusts	74,085	251,842
Common stocks	15,617	15,380
Interest bearing cash	2,310	5,282
Participant loans	34	135
	<u>\$ (4,124,198)</u>	<u>\$ 1,516,306</u>

NOTE 4 - INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Wells Fargo Bank, N.A., the trustee of the Plan, has certified to the completeness and accuracy of all investments reflected on the accompanying statements of assets available for Plan benefits as of December 31, 2008 and 2007, Note 3, the supplemental Schedule H, line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2008 and the related investment activity reflected in the statements of changes in net assets available for Plan benefits for the years ended December 31, 2008 and 2007.

NOTE 5 - FAIR VALUE MEASUREMENTS

Effective January 1, 2008, the Plan adopted Statement of Financial Accounting Standards No. 157, *Fair Value Measurements* (SFAS 157). SFAS 157 defines fair values, establishes a consistent framework for measuring fair value and expands disclosure requirements for fair value measurements. The framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value.

Under SFAS 157, assets and liabilities are grouped in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. These levels are:

- Level 1 – Valuation is based upon quoted prices for identical instruments traded in active markets.
- Level 2 – Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market.
- Level 3 – Valuation is generated from model-based techniques that use significant assumptions not observable in the market. These unobserved assumptions reflect the Plan's own estimates or assumptions that market participants would use in pricing the asset or liability. Valuation techniques include use of option pricing models, discounted cash flow models and similar techniques.

Under SFAS 157, the Plan bases fair values on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurements for assets and liabilities where there exists limited or no observable market data and, therefore, are based primarily upon the Plan's estimates, are often calculated based on current pricing policy, the economic and competitive environment, the characteristics of the asset or liability and other such factors. Therefore, the results cannot be determined with precision and may not be realized in an actual sale or immediate settlement of the asset or liability. Additionally, there may be inherent weaknesses in any calculation technique, and changes in the underlying assumptions used, including discount rates and estimates of future cash flows, that could significantly affect the results of current or future values.

Following is a description of the valuation methodologies used for assets measured at fair value.

Mutual Funds: Valued at the net asset value (NAV) of shares held by the Plan at year end.

Common Collective Trusts: Valued at the NAV of shares held by the Plan at year end in the underlying investments within the trust. The common collective trust investments represents shares of a collective trust fund operated by Wells Fargo Bank, N.A., trustee. The underlying assets are investments in other collective investment funds. The inputs used to value the underlying investments are observable inputs and are considered Level 2.

Common Stocks: Valued at the closing price reported in the active market in which the individual securities are traded.

Interest Bearing Cash: Valued at cost, which approximates fair value.

Participant Loans: Valued at amortized cost, which approximates fair value.

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

Fair value measurements for assets recorded at fair value on a recurring basis at December 31, 2008 are as follows:

Description	Level 1	Level 2	Level 3	Total Fair Value
Mutual funds	\$ 9,114,633	\$ -	\$ -	\$ 9,114,633
Common collective trusts	-	8,437,988	-	8,437,988
Common stocks	695,860	-	-	695,860
Interest bearing cash	60,247	-	-	60,247
Participant loans	-	-	4,262	4,262
<i>Total</i>	<u>\$ 9,870,740</u>	<u>\$ 8,437,988</u>	<u>\$ 4,262</u>	<u>\$ 18,312,990</u>

Changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2008 are as follows:

	Participant Loans
Balance, beginning of year	\$ 632
Realized gains (losses)	-
Unrealized gains (losses)	-
Purchases, sales, issuances, and settlements, net	3,630
Balance, end of year	<u>\$ 4,262</u>

NOTE 6 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right, under the Plan, to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100 percent vested in their accounts.

NOTE 7 - PLAN MERGER

During the year ended December 31, 2008, two additional divisions of the Company, Intermountain Construction & Materials (ICM) and LS Jensen, were merged into the Plan. Both ICM and LS Jensen were participant directed, defined contribution plans. Total assets from both plans of \$2,627,964 were transferred into the Plan on November 17, 2008.

NOTE 8 - PLAN TAX STATUS

The Plan obtained its latest determination letter on November 1, 2007, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (the Code). The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 9 - RELATED PARTY TRANSACTIONS

The Company absorbs certain administrative expenses on behalf of the Plan, such as accounting fees and other Plan expenses.

Wells Fargo Bank, N.A., the trustee of the Plan, manages certain Plan investments. Therefore, these transactions qualify as party-in-interest transactions and are denoted as such on the supplemental schedule h, line 4i - schedule of assets (held at end of year).

Certain Plan investments are shares of CRH PLC (CRH) common stock. CRH is the parent company of the Company; therefore, this transaction qualifies as a party-in-interest transaction and is denoted as such on the supplemental schedule h, line 4i - schedule of assets (held at end of year).

NOTE 10 - RISKS AND UNCERTAINTIES

The Plan invests in various 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 amounts reported in the statement of net assets available for benefits.

NOTE 11 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	2008	2007
Net assets available for plan benefits per the financial statements	\$ 18,459,667	\$ 19,033,702
Add: administrative expenses not accrued on Form 5500	16,446	17,582
Add: corrective distributions payable not accrued on Form 5500	112,644	28,337
Less: employer contributions receivable not accrued on Form 5500	(10,149)	-
Net assets available for plan benefits per the Form 5500	<u>\$ 18,578,608</u>	<u>\$ 19,079,621</u>

The following is a reconciliation of employer contributions per the financial statements to Form 5500 for the year ended December 31:

	2008
Employer contributions per the financial statements	\$ 690,301
Less: employer contributions accrued in the current year	(10,149)
Employer contributions per Form 5500	<u>\$ 680,152</u>

The following is a reconciliation of administrative expenses per the financial statements to Form 5500 for the years ended December 31:

	2008	2007
Administrative expenses per the financial statements	\$ 66,367	\$ 71,096
Less: administrative expenses incurred and accrued in the current year	(16,446)	(17,582)
Add: administrative expenses incurred and accrued in prior year	17,582	-
Administrative expenses per Form 5500	<u>\$ 67,503</u>	<u>\$ 53,514</u>

The following is a reconciliation of benefits paid to participants per the financial statements to Form 5500 for the year ended December 31:

	2008
Benefits paid to participants per the financial statements	\$ 1,183,873
Less: corrective distributions incurred and accrued in current year	(112,644)
Add: corrective distributions incurred and accrued in prior year	28,337
Benefits paid to participants per Form 5500	<u>\$ 1,099,566</u>

Employer contributions receivable represent outstanding employer matching contributions receivable and corrective contributions receivable for participants who were under-funded during the year ended December 31, 2008. Corrective distributions payable represent amounts payable from the plan due to the failure of required non-discrimination testing, additional amounts payable to terminated employees, and amounts payable to participants for excess deferrals.

SUPPLEMENTAL SCHEDULE

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OLDCASTLE SOUTHWEST 401(K) RETIREMENT PLAN

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

EMPLOYER IDENTIFICATION NUMBER 84-0449536

PLAN NUMBER 002

December 31, 2008

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
*	WF Stable Return Fund S	Collective Fund	\$ 7,667,991
	Janus Invt Twenty FD Inc	Mutual Fund	1,785,280
	Fidelity Contrafund	Mutual Fund	1,323,385
	PIMCO Total Return Fund - Admin	Mutual Fund	829,869
	Fidelity Advisor Divers Interntnl Fund (A)	Mutual Fund	788,618
*	WF Advantage Growth Balanced Fund	Mutual Fund	766,138
	T Rowe Price Mid Cap Growth Fund	Mutual Fund	752,023
*	CRH PLC - ADR (CRH Company Stock)	Corporate Stock	695,860
*	WF Advantage Growth Equity Fund	Mutual Fund	601,804
*	WF Advantage Diversified Equity Fund	Mutual Fund	500,928
*	Wells Fargo Russell 2000 Index Fund N	Collective Fund	500,654
	Vanguard Value Index	Mutual Fund	344,819
*	WF Advtg Conservative Allocation FD	Mutual Fund	309,723
	T Rowe Price High Yield Bond	Mutual Fund	309,368
	T Rowe Price Dividend Growth Fund	Mutual Fund	302,507
*	WF S&P MidCap Index Fund N	Collective Fund	269,343
*	Wells Fargo Advantage Index Fund	Mutual Fund	237,118
	Janus Global Technology Fund	Mutual Fund	222,089
*	WF Advtg Cash	Cash	60,247
*	WF Advantage Mid Cap Disciplined FD	Mutual Fund	40,964
*	Loan Fund	8.5%, Matures 1/15/2011	4,262
			\$ 18,312,990

* Denotes a party-in-interest



7108 2133 3937 2183 0555



UNITED STATES POSTAL SERVICE
02 1M
0004253613
JUN 30 2010
MAILED FROM ZIP CODE 81505
\$ 05.98⁰

First Class Mail

1710 09 07/07/10
ADDRESS
E NW RM N5510
-0001



SENDER: COMPLETE THIS SECTION		COMPLETE THIS SECTION ON DELIVERY	
<ul style="list-style-type: none">■ Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.■ Print your name and address on the reverse so that we can return the card to you.■ Attach this card to the back of the mailpiece, or on the front if space permits.		<p>A. Signature <input type="checkbox"/> Agent X <input type="checkbox"/> Addressee</p>	
<p>1. Article Addressed to:</p> <p>EBSA P.O. Box 7043 Lawrence, KS Le 044-7043</p>		<p>B. Received by (Printed Name) C. Date of Delivery</p>	
		<p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No</p>	
<p>2. Article Number (Transfer from service label)</p> <p>91 7108 2133 3937 2183 0555</p>		<p>3. Service Type</p> <p><input checked="" type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.</p>	
		<p>4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes</p>	

PS Form 3811, February 2004 Domestic Return Receipt 102695-02-M-1540