

<div>Form 5500</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Annual Return/Report of Employee Benefit Plan</div> <div>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).</div> <div>▶ Complete all entries in accordance with the instructions to the Form 5500.</div>	<div>OMB Nos. 1210-0110 1210-0089</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
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Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009	
A	This return/report is for: <div><div>☐ a multiemployer plan;</div><div>☒ a single-employer plan;</div><div>☐ a multiple-employer plan; or</div><div>☐ a DFE (specify) ____</div></div>
B	This return/report is: <div><div>☐ the first return/report;</div><div>☐ the final return/report;</div><div>☐ an amended return/report;</div><div>☐ a short plan year return/report (less than 12 months).</div></div>
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: <div><div>☒ Form 5558;</div><div>☐ automatic extension;</div><div>☐ the DFVC program;</div><div>☐ special extension (enter description)</div></div>

Part II	Basic Plan Information—enter all requested information		
1a	Name of plan BLUE CIRCLE AGGREGATES HOURLY PENSION PLAN (HALL & DOUGLASVILLE)	1b	Three-digit plan number (PN) ▶ 001
		1c	Effective date of plan 01/01/1981
2a	Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) LAFARGE AGGREGATES SOUTHEAST, INC. C/O LAFARGE NORTH AMERICA, INC. RESTON, VA 20191 12018 SUNRISE VALLEY DR, STE. 500 RESTON, VA 20191	2b	Employer Identification Number (EIN) 58-1841729
		2c	Sponsor's telephone number 703-480-3600
		2d	Business code (see instructions) 212320

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2010	TERI HERZOG
	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	Filed with authorized/valid electronic signature.	10/15/2010	TERI HERZOG
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") ADMIN COMMITTEE OF BLUE CIRCLE AGGREGATES INC. HOURLY PENSION PLAN 12018 SUNRISE VALLEY DR., STE. 500 RESTON, VA 20191	3b Administrator's EIN 58-1841729 3c Administrator's telephone number 703-480-3600
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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	132
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	37
b Retired or separated participants receiving benefits.....	6b	24
c Other retired or separated participants entitled to future benefits.....	6c	59
d Subtotal. Add lines 6a , 6b , and 6c	6d	120
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	11
f Total. Add lines 6d and 6e	6f	131
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	0
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:
 1B 1G

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) ☐ 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
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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)

<div>SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Single-Employer Defined Benefit Plan Actuarial Information</div> <div>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).</div> <div>File as an attachment to Form 5500 or 5500-SF.</div>	<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

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 BLUE CIRCLE AGGREGATES HOURLY PENSION PLAN (HALL & DOUGLASVILLE)	B Three-digit plan number (PN) 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF LAFARGE AGGREGATES SOUTHEAST, INC.	D Employer Identification Number (EIN) 58-1841729
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 01 Day 01 Year 2009
2	Assets:
a	Market value 2a 525156
b	Actuarial value 2b 577672
3	Funding target/participant count breakdown
	(1) Number of participants (2) Funding Target
a	For retired participants and beneficiaries receiving payment 3a 31 293591
b	For terminated vested participants 3b 101 423263
c	For active participants:
(1)	Non-vested benefits 3c(1) 0
(2)	Vested benefits 3c(2) 0
(3)	Total active 3c(3) 0 0
d	Total 3d 132 716854
4	If the plan is at-risk, check the box and complete items (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 at-risk for fewer than five consecutive years and disregarding loading factor 4b
5	Effective interest rate 5 8.08 %
6	Target normal cost 6 56000

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		10/13/2010
Signature of actuary		Date
DAVID WEBBER, FSA		08-06137
Type or print name of actuary		Most recent enrollment number
TOWERS WATSON PENNSYLVANIA INC		703-258-8000
Firm name		Telephone number (including area code)
901 NORTH GLEBE ROAD ARLINGTON, VA 22203		
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) 2009
v.092308.1

Part II Beginning of year carryover and prefunding balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	3296	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9	Amount remaining (Item 7 minus item 8).....	3296	0
10	Interest on item 9 using prior year's actual return of <u>-23.76</u> %	-783	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		50234
b	Interest on (a) using prior year's effective rate of <u>6.14</u> %		3084
c	Total available at beginning of current plan year to add to prefunding balance		53318
d	Portion of (c) to be added to prefunding balance.....		0
12	Reduction in balances due to elections or deemed elections.....	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	2513	0

Part III Funding percentages			
14	Funding target attainment percentage.....	14	80.23 %
15	Adjusted funding target attainment percentage.....	15	80.23 %
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	81.28 %
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
04/14/2009	10000				
07/15/2009	10000				
10/15/2009	5000				
01/15/2010	10000				
09/15/2010	140000				
			Totals ►	18(b)	175000
				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 contribution 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	155946
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No	
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No	
c If 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

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☒ N/A, full yield curve used
b Applicable month (enter code)				21b 2
22 Weighted average retirement age				22 65
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 eligible for (and is using) 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 contribution for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	56000
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	141695	28201
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 (item 31 + item 32a + item 32b – item 33).....	34	84201
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	2513	0
36 Additional cash requirement (item 34 minus item 35).....	36	81688
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	155946
38 Interest-adjusted excess contributions for current year (see instructions).....	38	74258
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>		
A Name of plan <u>BLUE CIRCLE AGGREGATES HOURLY PENSION PLAN (HALL & DOUGLASVILLE)</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>LAFARGE AGGREGATES SOUTHEAST, INC.</u>	D Employer Identification Number (EIN) <u>58-1841729</u>	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		<u>150000</u>
(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)	<u>535499</u>	<u>598848</u>
(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	535499	748848

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	10885	8798
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	10885	8798

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	524614	740050
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	175000	
(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)		175000

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

		(a) Amount	(b) Total
2b (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
(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)		115872
(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		290872

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	28084	
(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)		28084
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)	50534	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		50534
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		78618

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		212254
l Transfers of assets:			
(1) To this plan.....	2l(1)		3182
(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: CHERRY, BEKAERT & HOLLAND, LLP

(2) EIN: 56-0574444

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 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		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	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan <u>BLUE CIRCLE AGGREGATES HOURLY PENSION PLAN (HALL & DOUGLASVILLE)</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>LAFARGE AGGREGATES SOUTHEAST, INC.</u>	D Employer Identification Number (EIN) <u>58-1841729</u>

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
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): <u>59-3482833</u>	
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 <u>1</u>

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	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 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(es). If no, check the "No" box.....	☒ Increase	☐ Decrease	☐ Both	☐ No
--	--	-----------------------------------	-------------------------------	-----------------------------

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 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 items 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 items 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 items 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 items 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 items 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 item 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 items (a) through (c)

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

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

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

BLUE CIRCLE AGGREGATES INC. HOURLY PENSION PLAN
REPORT AND FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

BLUE CIRCLE AGGREGATES INC. HOURLY PENSION PLAN

REPORT AND FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

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Note: Schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA") have not been presented because the Blue Circle Aggregates Inc. Hourly Pension Plan's only investment is in the Blue Circle America Inc. Master Trust.



REPORT OF INDEPENDENT ACCOUNTANTS

To the Pension Committee
Blue Circle Aggregates Inc. Hourly Pension Plan

We were engaged to audit the financial statements of Blue Circle Aggregates Inc. Hourly Pension Plan (the Plan) as of December 31, 2009 and 2008, and for the years then ended, as listed in the accompanying index. These financial statements 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 6, which was certified by SunTrust Bank, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's 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, 2009 and 2008, 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 taken as a whole. The form and content of the information included in the financial statements, 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.

Cherry, Bekaert & Holland, LLP

Vienna, Virginia
October 14, 2010

BLUE CIRCLE AGGREGATES INC. HOURLY PENSION PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	<u>December 31,</u>	
	<u>2009</u>	<u>2008</u>
ASSETS		
Investments in the Master Trust, at fair value	\$ 598,848	\$ 535,499
Employer contributions receivable	<u>150,000</u>	<u>-</u>
Total assets	<u>748,848</u>	<u>535,499</u>
LIABILITIES		
Administrative expenses payable	<u>8,798</u>	<u>10,885</u>
Net assets available for benefits	<u><u>\$ 740,050</u></u>	<u><u>\$ 524,614</u></u>

(See accompanying notes to the financial statements)

BLUE CIRCLE AGGREGATES INC. HOURLY PENSION PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year ended December 31,	
	2009	2008
ADDITIONS		
Net investment income (loss) in the Master Trust	\$ 115,872	\$ (169,590)
Employer contributions	175,000	5,000
Assets transferred into the plan	3,182	-
Total additions (reductions), net	294,054	(164,590)
DEDUCTIONS		
Benefits paid	28,084	28,507
Administrative expenses	50,534	54,021
Total deductions	78,618	82,528
Net increase (decrease)	215,436	(247,118)
Net assets available for benefits at beginning of year	524,614	771,732
Net assets available for benefits at end of year	\$ 740,050	\$ 524,614

(See accompanying notes to the financial statements)

BLUE CIRCLE AGGREGATES INC. HOURLY PENSION PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

Note 1 – Description of plan

The following description of the Blue Circle Aggregates Inc. Hourly Pension Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

The Plan is a noncontributory defined benefit plan that covers substantially all non-union hourly employees of Lafarge Aggregates Southeast Inc. (formerly Blue Circle Aggregates Inc.) (the Company) and provides for retirement benefits. The Company is an indirect subsidiary of Lafarge S.A. The Plan, adopted effective May 23, 1983, was amended retroactively, renamed, and restated effective January 1, 2008, for the purpose of incorporating prior amendments, making changes requested by the Internal Revenue Service as part of its review of the Plan's application for a favorable determination letter, and making certain other changes. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended, and is designed to be qualified under Section 401(a) of the Internal Revenue Code of 1986, as amended.

On October 16, 1996, the Blue Circle Aggregates Inc. Benefits Executive Committee elected to end further benefit accruals for Plan participants and to disallow additional employees from becoming participants of the Plan as of January 1, 1997. The Company makes contributions to the Plan only to the extent necessary to fund benefits accrued on or prior to December 31, 1996.

Employees who were at least 20 ½ years of age and completed six months of continuous service were eligible for participation in the Plan.

The Company contributes an amount sufficient to fund the normal cost and a portion of the past service cost of the Plan based upon the estimates as determined by an actuarial valuation.

Effective December 31, 2001, all participants became fully vested as a result of a partial termination of the Plan.

Benefit payments are based upon the monthly pension factor established in the Plan and the number of years of credited service determined in accordance with the Plan guidelines. Participants receive benefits in monthly installments or in lump sum payments if the vested benefit is less than \$1,000.

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at anytime and to terminate the Plan subject to the provisions set forth in ERISA.

Should the Plan terminate at some future time, its net assets generally will not be available on a pro rata basis to provide participants' benefits. Whether a particular participant's accumulated plan benefits will be paid depends on the priority of those benefits, the level of benefits guaranteed by the Pension Benefit Guaranty Corporation (PBGC) and the sufficiency of the Plan net assets at that time. Some benefits may be fully or partially provided for by the then-existing assets and the PBGC guaranty, while other benefits may not be provided for at all.

Note 2 – Significant accounting policies

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

BLUE CIRCLE AGGREGATES INC. HOURLY PENSION PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008
(Continued)

In June 2009, the Financial Accounting Standards Board (FASB) established the FASB Accounting Standards Codification (ASC) as the single source of authoritative GAAP. The FASB ASC superseded all then existing non-SEC accounting and reporting standards. The issuance of this statement did not change GAAP, but has changed the applicable citations and naming conventions used when referencing GAAP within these financial statements.

Use of estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Investments – Investments are stated at fair value. Investment transactions are recorded at the trade date. The Plan's net interest in the Blue Circle America Inc. Master Trust (the Master Trust) is stated at the fair value of the underlying net assets of the Master Trust as estimated by SunTrust Bank (the Trustee). Investments in mutual funds are valued at quoted market prices, which represent the net asset values of shares held by the Master Trust at year-end. Investments in money market funds are valued at cost, which approximates fair values. Under the Master Trust, investment transactions, income on investments, and realized and unrealized appreciation and depreciation have been prorated by the Trustee among the plans based on each plan's proportionate share of the market value of the Master Trust on a monthly basis.

Cash and cash equivalents – For purposes of the disclosure of investments in the Master Trust (see Note 6), the Plan considers all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents.

Risks and uncertainties – The Master Trust provides for investments in various investment securities, which are exposed to various risks such as interest rate, credit, and market risks. Due to the level of risk associated with certain investment securities, it is at reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

Master Trust contributions are made, and the actuarial present value of accumulated plan benefits is reported based on certain assumptions pertaining to interest rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumption processes, it is at least reasonably possible that changes in these estimates and assumptions in the near term could materially affect the amounts reported and disclosed in the financial statements.

Administrative expenses – Administrative expenses include plan-specific expenses as well as expenses incurred by the Master Trust. Expenses related specifically to the Master Trust are allocated to the plans based on the ending market value of assets held in each plan, respectively, as a percentage of total assets in the Master Trust. General and administrative expenses incurred by the Company on behalf of the Plan are paid by the Company.

Employer contributions and benefit payments – Employer contributions and benefit payments to participants are specifically identified by the plan administrator with respect to each plan as reflected in the accompanying statements of changes in net assets available for benefits. Benefit payments are recorded when paid.

Accumulated plan benefits – Accumulated plan benefits (see Note 3) are those periodic payments, including lump sum distributions, which are attributable under the Plan's provisions to the services rendered by employees to

BLUE CIRCLE AGGREGATES INC. HOURLY PENSION PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008
(Continued)

December 31, 2001. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries and (b) present employees or their beneficiaries.

Benefits for active, retired or terminated participants or their beneficiaries are based on (a) the monthly pension factor established in the Plan and (b) the employee's number of years of credited service as of December 31, 1996. Benefits payable under all circumstances (retirement, death, disability, and termination of employment) are included to the extent they are deemed attributable to participant service rendered to December 31, 1996.

Fair value measurement – The Fair Value Measurements and Disclosures Topic of the FASB ASC provides a single authoritative definition of fair value and enhanced guidance for measuring the fair value of assets and liabilities. It requires additional disclosures regarding the extent to which the Plan measures assets and liabilities at fair value, the information used to measure fair value, and the effect of fair value measurements on earnings. This topic is effective for fiscal years beginning after November 15, 2007, and interim periods within those years. The Plan adopted this topic effective January 1, 2008, for all financial assets and liabilities as required.

The standard describes three levels of inputs that may be used to measure fair value:

Level 1 – Inputs to the valuation methodology are quoted prices available in active markets for identical investments as of the reporting date;

Level 2 – Inputs to the valuation methodology are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value can be determined through the use of models or other valuation methodologies; and

Level 3 – Inputs to the valuation methodology are unobservable inputs in situations where there is little or no market activity for the asset or liability and the reporting entity makes estimates and assumptions related to the pricing of the asset or liability including assumptions regarding risk.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The following is a description of the valuation methodologies used for instruments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy.

Mutual funds – These investments are public investment vehicles valued using the Net Asset Value (NAV) provided by the administrator of the fund, as well as corporate common stock. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is a quoted price in an active market and is classified within level 1 of the valuation hierarchy.

Money market funds – These investments are public investment vehicles valued using \$1 for the NAV. Money market funds are classified within level 1 of the valuation hierarchy.

Note 3 – Actuarial present value of accumulated plan benefits

The actuarial information is based on reports prepared by the Plan's actuary, Towers Watson, as of January 1, 2009. Employer contributions to the Plan are calculated in accordance with the Company's policy of funding an amount within the minimum required and the maximum allowable contributions as calculated each year in

BLUE CIRCLE AGGREGATES INC. HOURLY PENSION PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008
(Continued)

accordance with ERISA regulations. The Company's contribution for 2009 exceeded the minimum funding requirements of ERISA. In 2008, the Plan was fully funded, and no contribution was required.

The actuarial present value of accumulated plan benefits was calculated using the present value of accrued benefits method as required by the Pension Protection Act of 2006 (PPA). As of January 1, 2009, significant assumptions underlying the actuarial computations include an asset return of 7.00%, an effective interest rate of 8.01%, the use of the RP-2000 Employees and RP-2000 Healthy Annuitants mortality table used for the calculation of the current liability, and the assumption that retirement takes place at age 65. As of January 1, 2009, the actuarial value of assets was determined using the average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, with certain adjustments made for contributions, benefits, etc.; whereas the actuarial value of assets was determined using the market value of assets including contributions receivable in the prior period. Additionally, the funding interest rate changed from IRS prescribed segment rates without 3-year transition based on bond yields through the December preceding the valuation date to the IRS prescribed one-month average yield-curve based on bond yields during the October preceding the valuation date.

The actuarial present value of accumulated plan benefits as of January 1, 2009 is as follows:

Vested benefits	
Participants currently receiving payments	\$ 300,152
Other participants	<u>461,475</u>
Total vested benefits	<u>761,627</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 761,627</u>

The following is a summary of the changes in the actuarial present value of accumulated plan benefits for the year ended January 1, 2009:

Actuarial present value of accumulated plan benefits, beginning of year	\$ 711,134
Increase (decrease) during the year attributable to:	
Benefits accumulated	7,393
Increase for interest due to decrease in discount period	48,799
Benefits paid	(28,507)
Assumption changes	<u>22,808</u>
Net increase	<u>50,493</u>
Actuarial present value of accumulated plan benefits, end of year	<u>\$ 761,627</u>

Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

BLUE CIRCLE AGGREGATES INC. HOURLY PENSION PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008
(Continued)

Note 4 – Income tax status

The Plan has received its latest determination letter from the Internal Revenue Service (IRS) dated April 23, 2008, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (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 the determination letter. However, the Plan administrator believes that the Plan is currently designed and is being operated in compliance with the applicable requirements of the Code and has no income subject to unrelated business income tax. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Note 5 – Changes in Plan provisions

Plan provisions have been updated to correspond with IRS guidelines in effect during 2009. These changes did not have a material impact on the Plan's financial statements.

Note 6 – Investment in the Master Trust

All investment information disclosed in the accompanying financial statements, including investments held at December 31, 2009 and 2008 and net investment income (loss) in the Master Trust for the years then ended, was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by the Trustee. The Trustee has also certified the Plan's proportionate share of such items to be complete and accurate.

Each participating retirement plan has an undivided interest in the Master Trust. The assets of the Master Trust are held by the Trustee. At December 31, 2009 and 2008, the Plan's interest in the investments of the Master Trust was approximately 1.34% and 1.31%, respectively.

The following table presents the fair values of investments in the Master Trust:

	December 31,	
	2009	2008
Investments at fair value:		
Money market funds	\$ 6,481	\$ 317,763
Mutual funds – equity	22,660,340	19,413,288
Mutual funds – fixed income	21,911,554	21,163,634
	44,578,375	40,894,685
Accrued income and other receivables	92,597	102,559
	<u>\$ 44,670,972</u>	<u>\$ 40,997,244</u>

BLUE CIRCLE AGGREGATES INC. HOURLY PENSION PLAN
NOTES TO THE FINANCIAL STATEMENTS
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(Continued)

Investment income (loss) for the Master Trust was as follows:

	Year ended December 31,	
	2009	2008
Net appreciation (depreciation) in fair value of investments:		
Mutual funds – equity	\$ 5,051,471	\$ (14,372,419)
Mutual funds – fixed income	<u>1,821,299</u>	<u>(2,284,200)</u>
	6,872,770	(16,656,619)
Interest and dividends	<u>1,558,961</u>	<u>1,782,329</u>
	<u>\$ 8,431,731</u>	<u>\$ (14,874,290)</u>

See “Fair value measurement” in Note 2 above for discussion of the methodologies and assumptions used to determine the fair value of the Master Trust’s investments.

Below are the Master Trust’s financial instruments carried at fair value on a recurring basis by the fair value hierarchy levels described in Note 2.

	As of December 31, 2009			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Assets:				
Mutual funds	\$ 44,571,894	\$ -	\$ -	\$ 44,571,894
Money market funds	<u>6,481</u>	<u>-</u>	<u>-</u>	<u>6,481</u>
Total assets	<u>\$ 44,578,375</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 44,578,375</u>

	As of December 31, 2008			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Assets:				
Mutual funds	\$ 40,576,922	\$ -	\$ -	\$ 40,576,922
Money market funds	<u>317,763</u>	<u>-</u>	<u>-</u>	<u>317,763</u>
Total assets	<u>\$ 40,894,685</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 40,894,685</u>

Note 7 – Party-in-interest transactions

Fees paid by the Plan for actuarial, accounting and other professional services rendered by parties in interest were based on customary and reasonable rates for such services.

BLUE CIRCLE AGGREGATES INC. HOURLY PENSION PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008
(Continued)

Note 8 – Subsequent events

Effective February 2010, all of the Master Trust's assets were transferred to the Master Trust's new trustee, Northern Trust Company.

The Plan has evaluated events through October 14, 2010 in connection with the preparation of these financial statements, which is the date the financial statements were available to be issued.

Lafarge Aggregates Southeast Inc.

EIN 58-1841729

Blue Circle Aggregates Hourly Pension Plan (Hall & Douglasville)

Plan #001

2009 Schedule R, line 9

This plan was frozen as of 1/1/2002. A qualified optional survivor annuity option (joint and 75% surviving spouse annuity) was added to the plan as required by the regulations.

**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

2009**This Form is Open to Public Inspection**

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

▶ **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.

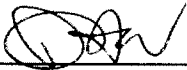
A Name of plan Blue Circle Aggregates Hourly Pension Plan (Hall & Douglasville)	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Lafarge Aggregates Southeast Inc.	D Employer Identification Number (EIN) 58-1841729
E Type of plan: ☒ Single ☐ Multiple-A ☐ 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>1</u> Day <u>1</u> Year <u>2009</u>		
2 Assets:		
a Market value.....	2a	525,156
b Actuarial value.....	2b	577,672
3 Funding target/participant count breakdown	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a 31	293,591
b For terminated vested participants.....	3b 101	423,263
c For active participants:		
(1) Non-vested benefits.....	3c(1)	0
(2) Vested benefits.....	3c(2)	0
(3) Total active.....	3c(3) 0	0
d Total.....	3d 132	716,854
4 If the plan is at-risk, check the box and complete items (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 at-risk for fewer than five consecutive years and disregarding loading factor.....	4b	
5 Effective interest rate.....	5	8.08 %
6 Target normal cost.....	6	56,000

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	David Webber, FSA, EA 	10/13/2010
Signature of actuary		Date
David Webber, FSA		08-06137
Type or print name of actuary		Most recent enrollment number
TOWERS WATSON PENNSYLVANIA INC		(703) 258-8000
Firm name		Telephone number (including area code)
901 North Glebe Road		
Arlington VA 22203		
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) 2009
v.092308.1

Part II Beginning of year carryover and prefunding balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	3,296	0
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9 Amount remaining (Item 7 minus item 8)	3,296	0
10 Interest on item 9 using prior year's actual return of <u>(23.76)%</u>	(783)	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		50,234
b Interest on (a) using prior year's effective rate of <u>6.14 %</u>		3,084
c Total available at beginning of current plan year to add to prefunding balance		53,318
d Portion of (c) to be added to prefunding balance		0
12 Reduction in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	2,513	0

Part III Funding percentages

14 Funding target attainment percentage	14	80.23 %
15 Adjusted funding target attainment percentage	15	80.23 %
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	81.28 %
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
04/14/2009	10,000				
07/15/2009	10,000				
10/15/2009	5,000				
01/15/2010	10,000				
09/15/2010	140,000				
Totals ►			18(b)	175,000	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 contribution 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	155,946

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b** If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No
- c** If 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

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☒ N/A, full yield curve used
b Applicable month (enter code)				21b 2
22 Weighted average retirement age				22 65
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 eligible for (and is using) 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 contribution for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	31	56,000
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	141,695	28,201
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 (item 31 + item 32a + item 32b - item 33)	34	84,201
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	2,513	0
36 Additional cash requirement (item 34 minus item 35)	36	81,688
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	37	155,946
38 Interest-adjusted excess contributions for current year (see instructions)	38	74,258
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	39	0
40 Unpaid minimum required contribution for all years	40	0

Blue Circle Aggregates Hourly Pension Plan

EIN 58-1841729

PN 001

Attachment to 2009 Schedule SB Part V – Statement of Actuarial Assumptions/Methods

Actuarial Assumptions and Methods

Economic Assumptions

Funding interest rate basis:

— Applicable month	October 2008 (bond yields during October 2008)
— Yield curve basis	Full yield curve
— Transition from current liability rates	N/A

Funding interest rate:

▶ 10-year rate*	8.81%
▶ 20-year rate*	8.22%
▶ 30-year rate*	7.50%

* Rates are for durations 9.5, 19.5 and 29.5, respectively.

Blue Circle Aggregates Hourly Pension Plan

EIN 58-1841729

PN 001

Attachment to 2009 Schedule SB Part V – Statement of Actuarial Assumptions/Methods

Methods

Contributions:

— Valuation date	First day of plan year
— Funding target	Present value of accrued benefit
— Target normal cost	Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during plan year
— Actuarial value of assets	<p>Average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22) . The average asset value must be within 10% of fair value, including contributions receivable.</p> <p>The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a bias to produce an actuarial value of assets that is below the market value of assets.</p>
Benefits Not Valued	<p>All benefits described in the Plan Provisions of this report were valued except plant shutdown and other “unpredictable contingent event benefits” which are not valued until and unless the triggering event occurs. Towers Watson is not aware of any significant benefits required to be valued that were not.</p>

Blue Circle Aggregates Hourly Pension Plan

EIN 58-1841729

PN 001

Attachment to 2009 Schedule SB Part V – Statement of Actuarial Assumptions/Methods

Change in Assumptions & Methods

The funding interest rate changed from IRS prescribed segment rates without 3-year transition based on bond yields through the December preceding the valuation date to the IRS prescribed one-month average yield-curve based on bond yields during the October preceding the valuation date.

The required mortality table used to calculate the funding target and target normal cost was updated to include one additional year of projected mortality improvements.

An assumption for administrative expenses was included as part of the target normal cost, as required by The Worker, Retiree and Employer Recovery Act of 2008.

There was a change in the method for calculating the actuarial value of assets. The prior valuation used the market value of assets (including contributions receivable).

Data Sources

Towers Watson used asset data and retiree data supplied by the trustees. Lafarge North America Inc. furnished other participant data and the dates and amounts of the contributions that were paid in 2009. Data were reviewed for reasonableness and consistency, but no audit was performed. Assumptions or estimates were made by the Towers Watson actuaries when data were not available. We are not aware of any errors or omissions in the data that would have a significant effect on the results of our calculations.

Blue Circle Aggregates Hourly Pension Plan

EIN 58-1841729

PN 001

Attachment to 2009 Schedule SB Part V – Statement of Actuarial Assumptions/Methods

Economic Assumptions

Effective Interest Rate 8.08%

Demographic Assumptions

Mortality

— Healthy Separate rates for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, projected to 2024 using Scale AA) and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2016 using Scale AA)

— Disabled Separate rates non-annuitants (based on for RP-2000 "Employees" table without collar or amount adjustments, projected to 2024 using Scale AA) and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2016 using Scale AA)

Termination Sample rates varying by age

<i>Age</i>	<i>Rate</i>
20	0.1500
25	0.1384
30	0.1158
35	0.0731
40	0.0350
45	0.0168
50	0.0071
55	0.0015

Disability Sample rates varying by age and sex.

<i>Sex</i>		
<i>Age</i>	<i>Male</i>	<i>Female</i>
20	0.00064	0.00055
25	0.00093	0.00096
30	0.00134	0.00165
35	0.00199	0.00252
40	0.00314	0.00357
45	0.00505	0.00522
50	0.00830	0.00854

Blue Circle Aggregates Hourly Pension Plan

EIN 58-1841729

PN 001

Attachment to 2009 Schedule SB Part V – Statement of Actuarial Assumptions/Methods

55 0.01502 0.01490

60 0.02266 0.01793

Retirement Assumed retirement age is 65

Benefit commencement date:

— Deferred vested benefit Current inactives: the later of age 65 or termination of
employment: current actives: age 65

Form of payment Life annuity

Percent married 85% of males; 85% of females

Spouse age Wife three years younger than husband

Administrative expense \$56,000

Other Assets are decreased to reflect the transfer of \$10,343 from
the Plan to the Blue Circle Aggregates Inc. Union Hourly
Pension Plan for benefit distributions requiring reallocation.

Blue Circle Aggregates Hourly Pension Plan
EIN 58-1841729
PN 001
Attachment to 2009 Schedule SB Part V – Summary of Plan Provisions

Blue Circle Aggregates Inc. Hourly Pension Plan

Effective Date	The original effective date of the Hall Plan was January 1, 1981 and the original effective date of the Douglasville Plan was January 1, 1973.
Covered Employees	Any person employed at the company's Hall or Douglasville facilities on an hourly or piecework basis is a participating employee. No new employees will become participants after December 31, 1996.
Participation Date	A participating employee shall attain eligibility in the plan on the January 1st or July 1st immediately following attainment of age 20 1/2 and completion of 6 months of service or completion of 1,000 or more hours of service in a calendar year of employment.
Definitions	
Eligibility service	One year of eligibility service is accrued for each plan year during which 1,000 or more hours of service are completed. A partial year of service is credited for less than 1,000 hours of service in a plan year. Periods of employment with Lafarge North America after December 31, 2001 will be considered for the purposes of determining benefit eligibility.
Credited service	One year of credited service is accrued for each plan year during which 2,080 or more hours of service are completed. A partial year of credited service is accrued for less than 2,080 hours of service in a plan year. Service prior to October 1, 1980 is not included. No further credited service will accrue after December 31, 1996.
Normal retirement date (NRD)	First day of the month coinciding with or next following the attainment of age 65.
Monthly pension benefit	The accrued benefit for an employee is equal to \$10.00 multiplied by credited service
Monthly preretirement death benefit	50% of the accrued monthly pension benefit as of the date of death, reduced for 50% joint and survivor election and reduced for payment as early as the participant's earliest retirement date.
Eligibility for Benefits	
Normal retirement	Retirement on NRD
Early retirement	The first day of the month coinciding with or next following the attainment of age 55 with 10 years of eligibility service.
Postponed retirement	Retirement after NRD

Blue Circle Aggregates Hourly Pension Plan

EIN 58-1841729

PN 001

Attachment to 2009 Schedule SB Part V – Summary of Plan Provisions

Vested termination	Termination for reason other than death or retirement after completing 5 years of eligibility service.
Disability retirement	A participant with 15 years eligibility service who is unable to obtain gainful employment by reason of total and permanent disability is eligible for disability.
Preretirement death benefit	Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse.

Benefits Paid Upon the Following Events

Normal retirement	Monthly pension benefit determined as of NRD
Early retirement	Monthly pension benefit actuarially reduced if payments commence prior to age 65.
Postponed retirement	Monthly pension benefit determined as of actual retirement date
Vested termination	Monthly pension benefit is equal to the accrued normal retirement benefit as of the date of termination and is payable at the normal retirement date. Early payment available upon completion of 10 or more years of eligibility service. If the benefit starts before normal retirement date, the benefit will be reduced using early retirement benefit reduction factors.
Disability retirement	The monthly disability benefit, which commences on the first of the month following disability, is equal to the accrued benefit as of the date of disability.
Preretirement death	Monthly preretirement death benefits on behalf of both active and terminated vested employees are reduced as described above.

Other Plan Provisions

Forms of payment	<p>Monthly pension benefits are paid as described above as a life annuity, if the participant has no spouse as of the date payments begin. Otherwise, benefits are paid in the form of an actuarially equivalent 50% joint and survivor annuity, or, if the participant elects and the spouse consents, another actuarially equivalent optional form offered by the plan. Optional form:</p> <ul style="list-style-type: none">— 75% joint and survivor annuity— 120 month certain and continuous annuity <p>Actuarial equivalence for optional form conversion:</p> <ul style="list-style-type: none">— Participant mortality: GAM 1971 male— Beneficiary mortality: GAM 1971 male set back 6 years <p>Interest rate: 7.50%</p>
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Blue Circle Aggregates Hourly Pension Plan

EIN 58-1841729

PN 001

Attachment to 2009 Schedule SB Part V – Summary of Plan Provisions

Maximum on benefits and
pay

All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective. Increases in the dollar limits are not assumed for determining contributions.

Future Plan Changes

No future plan changes were recognized. Towers Watson is not aware of any future plan changes which are required to be reflected other than scheduled pension increases.

Blue Circle Aggregates Hourly Pension Plan**EIN 58-1841729****PN 001****Attachment to 2009 Schedule SB, Line 25 – Change in Method**

Aspect of the Valuation	Old	New
Administrative Expenses	Not included in Normal Cost	Included in Normal Cost
Actuarial Value of Assets	Market Value	Average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses and expected earnings
Valuation Interest Rate	IRS prescribed segment rates without 3-year transition, based on bond yields through the December preceding the valuation date	One-month average yield-curve based on bond yields during the October preceding the valuation date

The valuation software used to produce the actuarial information submitted on this schedule has been refined to reflect evolving understanding of PPA requirements, and such modifications may be considered to be a method change. The percentage changes in funding target, target normal cost and plan assets due to the refinements in the software are each less than 2% (disregarding the effects of any changes that are automatically approved under final IRC 430 regulations), and the modifications to the software were designed to produce results no less accurate than the results produced by the software prior to the change. Therefore the change in funding method due to a change in valuation software receives automatic approval under IRS Announcement 2010-3.

BLUE CIRCLE AGGREGATES INC. HOURLY PENSION PLAN
REPORT AND FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

BLUE CIRCLE AGGREGATES INC. HOURLY PENSION PLAN

REPORT AND FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

Contents

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Financial Statements

Statements of Net Assets Available for Benefits..... 2

Statements of Changes in Net Assets Available for Benefits 3

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Note: Schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA") have not been presented because the Blue Circle Aggregates Inc. Hourly Pension Plan's only investment is in the Blue Circle America Inc. Master Trust.



REPORT OF INDEPENDENT ACCOUNTANTS

To the Pension Committee
Blue Circle Aggregates Inc. Hourly Pension Plan

We were engaged to audit the financial statements of Blue Circle Aggregates Inc. Hourly Pension Plan (the Plan) as of December 31, 2009 and 2008, and for the years then ended, as listed in the accompanying index. These financial statements 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 6, which was certified by SunTrust Bank, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's 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, 2009 and 2008, 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 taken as a whole. The form and content of the information included in the financial statements, 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.

Cherry, Bekaert & Holland, LLP

Vienna, Virginia
October 14, 2010

BLUE CIRCLE AGGREGATES INC. HOURLY PENSION PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	<u>December 31,</u>	
	<u>2009</u>	<u>2008</u>
ASSETS		
Investments in the Master Trust, at fair value	\$ 598,848	\$ 535,499
Employer contributions receivable	<u>150,000</u>	<u>-</u>
Total assets	<u>748,848</u>	<u>535,499</u>
LIABILITIES		
Administrative expenses payable	<u>8,798</u>	<u>10,885</u>
Net assets available for benefits	<u><u>\$ 740,050</u></u>	<u><u>\$ 524,614</u></u>

(See accompanying notes to the financial statements)

BLUE CIRCLE AGGREGATES INC. HOURLY PENSION PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year ended December 31,	
	2009	2008
ADDITIONS		
Net investment income (loss) in the Master Trust	\$ 115,872	\$ (169,590)
Employer contributions	175,000	5,000
Assets transferred into the plan	3,182	-
Total additions (reductions), net	294,054	(164,590)
DEDUCTIONS		
Benefits paid	28,084	28,507
Administrative expenses	50,534	54,021
Total deductions	78,618	82,528
Net increase (decrease)	215,436	(247,118)
Net assets available for benefits at beginning of year	524,614	771,732
Net assets available for benefits at end of year	\$ 740,050	\$ 524,614

(See accompanying notes to the financial statements)

BLUE CIRCLE AGGREGATES INC. HOURLY PENSION PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

Note 1 – Description of plan

The following description of the Blue Circle Aggregates Inc. Hourly Pension Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

The Plan is a noncontributory defined benefit plan that covers substantially all non-union hourly employees of Lafarge Aggregates Southeast Inc. (formerly Blue Circle Aggregates Inc.) (the Company) and provides for retirement benefits. The Company is an indirect subsidiary of Lafarge S.A. The Plan, adopted effective May 23, 1983, was amended retroactively, renamed, and restated effective January 1, 2008, for the purpose of incorporating prior amendments, making changes requested by the Internal Revenue Service as part of its review of the Plan's application for a favorable determination letter, and making certain other changes. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended, and is designed to be qualified under Section 401(a) of the Internal Revenue Code of 1986, as amended.

On October 16, 1996, the Blue Circle Aggregates Inc. Benefits Executive Committee elected to end further benefit accruals for Plan participants and to disallow additional employees from becoming participants of the Plan as of January 1, 1997. The Company makes contributions to the Plan only to the extent necessary to fund benefits accrued on or prior to December 31, 1996.

Employees who were at least 20 ½ years of age and completed six months of continuous service were eligible for participation in the Plan.

The Company contributes an amount sufficient to fund the normal cost and a portion of the past service cost of the Plan based upon the estimates as determined by an actuarial valuation.

Effective December 31, 2001, all participants became fully vested as a result of a partial termination of the Plan.

Benefit payments are based upon the monthly pension factor established in the Plan and the number of years of credited service determined in accordance with the Plan guidelines. Participants receive benefits in monthly installments or in lump sum payments if the vested benefit is less than \$1,000.

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at anytime and to terminate the Plan subject to the provisions set forth in ERISA.

Should the Plan terminate at some future time, its net assets generally will not be available on a pro rata basis to provide participants' benefits. Whether a particular participant's accumulated plan benefits will be paid depends on the priority of those benefits, the level of benefits guaranteed by the Pension Benefit Guaranty Corporation (PBGC) and the sufficiency of the Plan net assets at that time. Some benefits may be fully or partially provided for by the then-existing assets and the PBGC guaranty, while other benefits may not be provided for at all.

Note 2 – Significant accounting policies

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

BLUE CIRCLE AGGREGATES INC. HOURLY PENSION PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008
(Continued)

In June 2009, the Financial Accounting Standards Board (FASB) established the FASB Accounting Standards Codification (ASC) as the single source of authoritative GAAP. The FASB ASC superseded all then existing non-SEC accounting and reporting standards. The issuance of this statement did not change GAAP, but has changed the applicable citations and naming conventions used when referencing GAAP within these financial statements.

Use of estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Investments – Investments are stated at fair value. Investment transactions are recorded at the trade date. The Plan's net interest in the Blue Circle America Inc. Master Trust (the Master Trust) is stated at the fair value of the underlying net assets of the Master Trust as estimated by SunTrust Bank (the Trustee). Investments in mutual funds are valued at quoted market prices, which represent the net asset values of shares held by the Master Trust at year-end. Investments in money market funds are valued at cost, which approximates fair values. Under the Master Trust, investment transactions, income on investments, and realized and unrealized appreciation and depreciation have been prorated by the Trustee among the plans based on each plan's proportionate share of the market value of the Master Trust on a monthly basis.

Cash and cash equivalents – For purposes of the disclosure of investments in the Master Trust (see Note 6), the Plan considers all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents.

Risks and uncertainties – The Master Trust provides for investments in various investment securities, which are exposed to various risks such as interest rate, credit, and market risks. Due to the level of risk associated with certain investment securities, it is at reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

Master Trust contributions are made, and the actuarial present value of accumulated plan benefits is reported based on certain assumptions pertaining to interest rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumption processes, it is at least reasonably possible that changes in these estimates and assumptions in the near term could materially affect the amounts reported and disclosed in the financial statements.

Administrative expenses – Administrative expenses include plan-specific expenses as well as expenses incurred by the Master Trust. Expenses related specifically to the Master Trust are allocated to the plans based on the ending market value of assets held in each plan, respectively, as a percentage of total assets in the Master Trust. General and administrative expenses incurred by the Company on behalf of the Plan are paid by the Company.

Employer contributions and benefit payments – Employer contributions and benefit payments to participants are specifically identified by the plan administrator with respect to each plan as reflected in the accompanying statements of changes in net assets available for benefits. Benefit payments are recorded when paid.

Accumulated plan benefits – Accumulated plan benefits (see Note 3) are those periodic payments, including lump sum distributions, which are attributable under the Plan's provisions to the services rendered by employees to

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December 31, 2001. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries and (b) present employees or their beneficiaries.

Benefits for active, retired or terminated participants or their beneficiaries are based on (a) the monthly pension factor established in the Plan and (b) the employee's number of years of credited service as of December 31, 1996. Benefits payable under all circumstances (retirement, death, disability, and termination of employment) are included to the extent they are deemed attributable to participant service rendered to December 31, 1996.

Fair value measurement – The Fair Value Measurements and Disclosures Topic of the FASB ASC provides a single authoritative definition of fair value and enhanced guidance for measuring the fair value of assets and liabilities. It requires additional disclosures regarding the extent to which the Plan measures assets and liabilities at fair value, the information used to measure fair value, and the effect of fair value measurements on earnings. This topic is effective for fiscal years beginning after November 15, 2007, and interim periods within those years. The Plan adopted this topic effective January 1, 2008, for all financial assets and liabilities as required.

The standard describes three levels of inputs that may be used to measure fair value:

Level 1 – Inputs to the valuation methodology are quoted prices available in active markets for identical investments as of the reporting date;

Level 2 – Inputs to the valuation methodology are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value can be determined through the use of models or other valuation methodologies; and

Level 3 – Inputs to the valuation methodology are unobservable inputs in situations where there is little or no market activity for the asset or liability and the reporting entity makes estimates and assumptions related to the pricing of the asset or liability including assumptions regarding risk.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The following is a description of the valuation methodologies used for instruments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy.

Mutual funds – These investments are public investment vehicles valued using the Net Asset Value (NAV) provided by the administrator of the fund, as well as corporate common stock. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is a quoted price in an active market and is classified within level 1 of the valuation hierarchy.

Money market funds – These investments are public investment vehicles valued using \$1 for the NAV. Money market funds are classified within level 1 of the valuation hierarchy.

Note 3 – Actuarial present value of accumulated plan benefits

The actuarial information is based on reports prepared by the Plan's actuary, Towers Watson, as of January 1, 2009. Employer contributions to the Plan are calculated in accordance with the Company's policy of funding an amount within the minimum required and the maximum allowable contributions as calculated each year in

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accordance with ERISA regulations. The Company's contribution for 2009 exceeded the minimum funding requirements of ERISA. In 2008, the Plan was fully funded, and no contribution was required.

The actuarial present value of accumulated plan benefits was calculated using the present value of accrued benefits method as required by the Pension Protection Act of 2006 (PPA). As of January 1, 2009, significant assumptions underlying the actuarial computations include an asset return of 7.00%, an effective interest rate of 8.01%, the use of the RP-2000 Employees and RP-2000 Healthy Annuitants mortality table used for the calculation of the current liability, and the assumption that retirement takes place at age 65. As of January 1, 2009, the actuarial value of assets was determined using the average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, with certain adjustments made for contributions, benefits, etc.; whereas the actuarial value of assets was determined using the market value of assets including contributions receivable in the prior period. Additionally, the funding interest rate changed from IRS prescribed segment rates without 3-year transition based on bond yields through the December preceding the valuation date to the IRS prescribed one-month average yield-curve based on bond yields during the October preceding the valuation date.

The actuarial present value of accumulated plan benefits as of January 1, 2009 is as follows:

Vested benefits	
Participants currently receiving payments	\$ 300,152
Other participants	<u>461,475</u>
Total vested benefits	<u>761,627</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 761,627</u>

The following is a summary of the changes in the actuarial present value of accumulated plan benefits for the year ended January 1, 2009:

Actuarial present value of accumulated plan benefits, beginning of year	\$ 711,134
Increase (decrease) during the year attributable to:	
Benefits accumulated	7,393
Increase for interest due to decrease in discount period	48,799
Benefits paid	(28,507)
Assumption changes	<u>22,808</u>
Net increase	<u>50,493</u>
Actuarial present value of accumulated plan benefits, end of year	<u>\$ 761,627</u>

Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

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Note 4 – Income tax status

The Plan has received its latest determination letter from the Internal Revenue Service (IRS) dated April 23, 2008, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (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 the determination letter. However, the Plan administrator believes that the Plan is currently designed and is being operated in compliance with the applicable requirements of the Code and has no income subject to unrelated business income tax. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Note 5 – Changes in Plan provisions

Plan provisions have been updated to correspond with IRS guidelines in effect during 2009. These changes did not have a material impact on the Plan's financial statements.

Note 6 – Investment in the Master Trust

All investment information disclosed in the accompanying financial statements, including investments held at December 31, 2009 and 2008 and net investment income (loss) in the Master Trust for the years then ended, was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by the Trustee. The Trustee has also certified the Plan's proportionate share of such items to be complete and accurate.

Each participating retirement plan has an undivided interest in the Master Trust. The assets of the Master Trust are held by the Trustee. At December 31, 2009 and 2008, the Plan's interest in the investments of the Master Trust was approximately 1.34% and 1.31%, respectively.

The following table presents the fair values of investments in the Master Trust:

	December 31,	
	2009	2008
Investments at fair value:		
Money market funds	\$ 6,481	\$ 317,763
Mutual funds – equity	22,660,340	19,413,288
Mutual funds – fixed income	21,911,554	21,163,634
	44,578,375	40,894,685
Accrued income and other receivables	92,597	102,559
	<u>\$ 44,670,972</u>	<u>\$ 40,997,244</u>

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Investment income (loss) for the Master Trust was as follows:

	Year ended December 31,	
	2009	2008
Net appreciation (depreciation) in fair value of investments:		
Mutual funds – equity	\$ 5,051,471	\$ (14,372,419)
Mutual funds – fixed income	<u>1,821,299</u>	<u>(2,284,200)</u>
	6,872,770	(16,656,619)
Interest and dividends	<u>1,558,961</u>	<u>1,782,329</u>
	<u>\$ 8,431,731</u>	<u>\$ (14,874,290)</u>

See “Fair value measurement” in Note 2 above for discussion of the methodologies and assumptions used to determine the fair value of the Master Trust’s investments.

Below are the Master Trust’s financial instruments carried at fair value on a recurring basis by the fair value hierarchy levels described in Note 2.

	As of December 31, 2009			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Assets:				
Mutual funds	\$ 44,571,894	\$ -	\$ -	\$ 44,571,894
Money market funds	<u>6,481</u>	<u>-</u>	<u>-</u>	<u>6,481</u>
Total assets	<u>\$ 44,578,375</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 44,578,375</u>

	As of December 31, 2008			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Assets:				
Mutual funds	\$ 40,576,922	\$ -	\$ -	\$ 40,576,922
Money market funds	<u>317,763</u>	<u>-</u>	<u>-</u>	<u>317,763</u>
Total assets	<u>\$ 40,894,685</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 40,894,685</u>

Note 7 – Party-in-interest transactions

Fees paid by the Plan for actuarial, accounting and other professional services rendered by parties in interest were based on customary and reasonable rates for such services.

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Note 8 – Subsequent events

Effective February 2010, all of the Master Trust's assets were transferred to the Master Trust's new trustee, Northern Trust Company.

The Plan has evaluated events through October 14, 2010 in connection with the preparation of these financial statements, which is the date the financial statements were available to be issued.

ASEIN:LE58-1841729

Plan Sponsor's Name LAFARGE AGGREGATES SOUTHEAST, INC.

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