

<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 PENSION PLAN FOR BLUE CIRCLE HERITAGE HRLY COMPENSATED EMPLOYEES (NEWCEM)
1b	Three-digit plan number (PN) ▶ 040
1c	Effective date of plan 01/01/2002
2a	Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) LAFARGE NORTH AMERICA, INC. 12018 SUNRISE VALLEY DRIVE RESTON, VA 20191
2b	Employer Identification Number (EIN) 58-1290226
2c	Sponsor's telephone number 703-480-3600
2d	Business code (see instructions) 327300

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.	11/30/2010	TERI HERZOG
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	11/30/2010	TERI HERZOG
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") ADMIN COMM OF PEN PLAN FOR BLUE CIR HERITAGE HRLY COMP EES NEWCEM 12018 SUNRISE VALLEY DRIVE RESTON, VA 20191	3b Administrator's EIN 58-1290226 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
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5 Total number of participants at the beginning of the plan year	5	50
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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	32
b Retired or separated participants receiving benefits.....	6b	3
c Other retired or separated participants entitled to future benefits.....	6c	14
d Subtotal. Add lines 6a , 6b , and 6c	6d	49
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	3
f Total. Add lines 6d and 6e	6f	52
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	
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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)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
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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 <u>PENSION PLAN FOR BLUE CIRCLE HERITAGE HRLY COMPENSATED EMPLOYEES (NEWCEM)</u>	B Three-digit plan number (PN) ▶ <u>040</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>LAFARGE NORTH AMERICA, INC.</u>	D Employer Identification Number (EIN) <u>58-1290226</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2009</u>	
2 Assets:	
a Market value	2a <u>428543</u>
b Actuarial value	2b <u>471398</u>
3 Funding target/participant count breakdown	
	(1) Number of participants (2) Funding Target
a For retired participants and beneficiaries receiving payment	3a <u>2</u> <u>31514</u>
b For terminated vested participants	3b <u>14</u> <u>76578</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>63324</u>
(2) Vested benefits	3c(2) <u>347132</u>
(3) Total active	3c(3) <u>34</u> <u>410456</u>
d Total	3d <u>50</u> <u>518548</u>
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 <u>7.96</u> %
6 Target normal cost	6 <u>76983</u>

Statement by Enrolled Actuary

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

SIGN HERE	<u>10/15/2010</u>
Signature of actuary	Date
<u>DAVID WEBBER, FSA</u>	<u>08-06137</u>
Type or print name of actuary	Most recent enrollment number
<u>TOWERS WATSON PENNSYLVANIA INC</u>	<u>703-258-8000</u>
Firm name	Telephone number (including area code)
<u>901 NORTH GLEBE ROAD</u> <u>ARLINGTON, VA 22203</u>	
Address of the firm	

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

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

Schedule SB (Form 5500) 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)	68419	0
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	51045	0
9 Amount remaining (Item 7 minus item 8).....	17374	0
10 Interest on item 9 using prior year's actual return of <u>-30.75</u> %	-5343	
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		39179
b Interest on (a) using prior year's effective rate of <u>6.22</u> %		2437
c Total available at beginning of current plan year to add to prefunding balance		41616
d Portion of (c) to be added to prefunding balance.....		0
12 Reduction in balances due to elections or deemed elections.....	12031	0
13 Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	0	0

Part III Funding percentages		
14 Funding target attainment percentage.....	14	90.90 %
15 Adjusted funding target attainment percentage.....	15	90.90 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	92.00 %
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	15000				
07/15/2009	15000				
10/15/2009	15000				
01/15/2010	15000				
09/15/2010	70000				
			Totals ►	18(b)	130000
					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	118485
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
0	0	0
		(4) 4th
		0

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

21 Discount rate:				
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☒ N/A, full yield curve used
b Applicable month (enter code)				21b 2
22 Weighted average retirement age				22 64
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	76983
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	16037	2846
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	79829
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	0
36 Additional cash requirement (item 34 minus item 35).....	36	79829
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	118485
38 Interest-adjusted excess contributions for current year (see instructions).....	38	38656
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

<div>SCHEDULE D</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009					
A Name of plan PENSION PLAN FOR BLUE CIRCLE HERITAGE HRLY COMPENSATED EMPLOYEES (NEWCEM)				B Three-digit plan number (PN) ▶ 040	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 LAFARGE NORTH AMERICA, INC.				D Employer Identification Number (EIN) 58-1290226	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: BLUE CIRCLE MIRROR MASTER TRUST					
b Name of sponsor of entity listed in (a): LAFARGE NORTH AMERICA INC.					
c EIN-PN 37-1496722-001		d Entity code M		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0	
a Name of MTIA, CCT, PSA, or 103-12 IE: LAFARGE NORTH AMERICA TRUST					
b Name of sponsor of entity listed in (a): LAFARGE NORTH AMERICA INC.					
c EIN-PN 22-3481535-001		d Entity code M		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 538762	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
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a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					

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code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

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

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

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

<div>SCHEDULE I</div> <div>(Form 5500)</div> <div>Department of the Treasury</div> <div>Internal Revenue Service</div> <div>Department of Labor</div> <div>Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Financial Information—Small Plan</div> <div>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).</div> <div>► File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
<div>A Name of plan</div> <div>PENSION PLAN FOR BLUE CIRCLE HERITAGE HRLY COMPENSATED EMPLOYEES (NEWCEM)</div>		<div>B Three-digit plan number (PN)</div> <div>040</div>
<div>C Plan sponsor's name as shown on line 2a of Form 5500</div> <div>LAFARGE NORTH AMERICA, INC.</div>		<div>D Employer Identification Number (EIN)</div> <div>58-1290226</div>

Complete Schedule I if the plan covered fewer than 100 participants as of the beginning of the plan year. You may also complete Schedule I if you are filing as a small plan under the 80-120 participant rule (see instructions). Complete Schedule H if reporting as a large plan or DFE.

Part I

Small Plan Financial Information

Report below the current value of assets and liabilities, income, expenses, transfers and changes in net assets during the plan year. Combine the value of plan assets held in more than one trust. Do not enter the value of the portion of an insurance contract that guarantees during this plan year to pay a specific dollar benefit at a future date. 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.

1 Plan Assets and Liabilities:		(a) Beginning of Year	(b) End of Year
a Total plan assets	1a	432705	623762
b Total plan liabilities	1b	1653	9196
c Net plan assets (subtract line 1b from line 1a)	1c	431052	614566
2 Income, Expenses, and Transfers for this Plan Year:		(a) Amount	(b) Total
a Contributions received or receivable:			
(1) Employers	2a(1)	130000	
(2) Participants	2a(2)		
(3) Others (including rollovers)	2a(3)		
b Noncash contributions	2b		
c Other income	2c	105209	
d Total income (add lines 2a(1), 2a(2), 2a(3), 2b, and 2c)	2d		235209
e Benefits paid (including direct rollovers)	2e	8120	
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Administrative service providers (salaries, fees, and commissions)	2h		
i Other expenses	2i	43575	
j Total expenses (add lines 2e, 2f, 2g, 2h, and 2i)	2j		51695
k Net income (loss) (subtract line 2j from line 2d)	2k		183514
l Transfers to (from) the plan (see instructions)	2l		

3 Specific Assets: If the plan held assets at anytime during the plan year in any of the following categories, check "Yes" and enter the current value of any assets remaining in the plan as of the end of the plan year. Allocate the value of the plan's interest in a commingled trust containing the assets of more than one plan on a line-by-line basis unless the trust meets one of the specific exceptions described in the instructions.

	Yes	No	Amount
a Partnership/joint venture interests	3a	X	
b Employer real property	3b	X	
c Real estate (other than employer real property)	3c	X	
d Employer securities	3d	X	
e Participant loans	3e	X	

	Yes	No	Amount
3f Loans (other than to participants)		X	
g Tangible personal property		X	

Part II	Compliance Questions
----------------	-----------------------------

4	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 plan year or classified during the year as uncollectible? Disregard participant loans secured by the participant's account balance.		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible?		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a.)		X	
e	Was the 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 at any time hold 20% or more of its assets in any single security, debt, mortgage, parcel of real estate, or partnership/joint venture interest?		X	
j	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
k	Are you claiming a waiver of the annual examination and report of an independent qualified public accountant (IQPA) under 29 CFR 2520.104-46? If "No," attach an IQPA's report or 2520.104-50 statement. (See instructions on waiver eligibility and conditions.)	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.)			
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)

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>► File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan PENSION PLAN FOR BLUE CIRCLE HERITAGE HRLY COMPENSATED EMPLOYEES (NEWCEM)		B Three-digit plan number (PN) ► 040
C Plan sponsor's name as shown on line 2a of Form 5500 LAFARGE NORTH AMERICA, INC.		D Employer Identification Number (EIN) 58-1290226

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): 04-1867445 36-3046063

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

0

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

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

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

Schedule R (Form 5500) 2009
v.092308.1

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): _____

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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
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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 Pen Plan for BC Heritage Hrly Comp Emp (NewCem)	B Three-digit plan number (PN) <u>040</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Lafarge North America Inc.	D Employer Identification Number (EIN) 58-1290226
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: <table style="width:100%; border-collapse: collapse;"> <tr> <td style="width:70%;">a Market value.....</td> <td style="width:10%; text-align: center;">2a</td> <td style="width:20%; text-align: right;">428,543</td> </tr> <tr> <td>b Actuarial value.....</td> <td style="text-align: center;">2b</td> <td style="text-align: right;">471,398</td> </tr> </table>				a Market value.....	2a	428,543	b Actuarial value.....	2b	471,398																		
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b Actuarial value.....	2b	471,398																									
3 Funding target/participant count breakdown <table style="width:100%; border-collapse: collapse;"> <tr> <th style="width:50%;"></th> <th style="width:25%; text-align: center;">(1) Number of participants</th> <th style="width:25%; text-align: center;">(2) Funding Target</th> </tr> <tr> <td>a For retired participants and beneficiaries receiving payment.....</td> <td style="text-align: center;">3a</td> <td style="text-align: right;">2 31,514</td> </tr> <tr> <td>b For terminated vested participants.....</td> <td style="text-align: center;">3b</td> <td style="text-align: right;">14 76,578</td> </tr> <tr> <td colspan="3">c For active participants:</td> </tr> <tr> <td>(1) Non-vested benefits.....</td> <td style="text-align: center;">3c(1)</td> <td style="text-align: right;">63,324</td> </tr> <tr> <td>(2) Vested benefits.....</td> <td style="text-align: center;">3c(2)</td> <td style="text-align: right;">347,132</td> </tr> <tr> <td>(3) Total active.....</td> <td style="text-align: center;">3c(3)</td> <td style="text-align: right;">34 410,456</td> </tr> <tr> <td>d Total.....</td> <td style="text-align: center;">3d</td> <td style="text-align: right;">50 518,548</td> </tr> </table>					(1) Number of participants	(2) Funding Target	a For retired participants and beneficiaries receiving payment.....	3a	2 31,514	b For terminated vested participants.....	3b	14 76,578	c For active participants:			(1) Non-vested benefits.....	3c(1)	63,324	(2) Vested benefits.....	3c(2)	347,132	(3) Total active.....	3c(3)	34 410,456	d Total.....	3d	50 518,548
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d Total.....	3d	50 518,548																									
4 If the plan is at-risk, check the box and complete items (a) and (b) ☐ <table style="width:100%; border-collapse: collapse;"> <tr> <td style="width:70%;">a Funding target disregarding prescribed at-risk assumptions.....</td> <td style="width:10%; text-align: center;">4a</td> <td style="width:20%;"></td> </tr> <tr> <td>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.....</td> <td style="text-align: center;">4b</td> <td></td> </tr> </table>				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																			
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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 7.96 %																											
6 Target normal cost..... 6 76,983																											

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

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 ☐

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)	68,419	0
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	51,045	0
9 Amount remaining (Item 7 minus item 8)	17,374	0
10 Interest on item 9 using prior year's actual return of <u>(30.75)</u> %	(5,343)	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		39,179
b Interest on (a) using prior year's effective rate of <u>6.22</u> %		2,437
c Total available at beginning of current plan year to add to prefunding balance		41,616
d Portion of (c) to be added to prefunding balance		0
12 Reduction in balances due to elections or deemed elections	12,031	0
13 Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	0	0

Part III Funding percentages

14 Funding target attainment percentage	14	90.90 %
15 Adjusted funding target attainment percentage	15	90.90 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	92.00 %
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	15,000				
07/15/2009	15,000				
10/15/2009	15,000				
01/15/2010	15,000				
09/15/2010	70,000				
Totals ▶			18(b)	130,000	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	118,485

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 64
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	76,983
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	16,037	2,846
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	79,829
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	0
36 Additional cash requirement (item 34 minus item 35)	36	79,829
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	37	118,485
38 Interest-adjusted excess contributions for current year (see instructions)	38	38,656
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

Lafarge North America Inc. Pension Plan for Blue Circle Heritage Hourly Compensated Employees (NewCem)
EIN 58-1290226
PN 040
Attachment to 2009 Form 5500, Schedule SB, Line Item 22: Weighted Average Retirement Age

The average retirement age is 64.

The weighted average retirement age is computed as follows:

(A)	(B)	(C)	(D)	
	Probability	Retirement	Percentage	
<u>Age</u>	<u>of Attaining</u>	<u>Rate</u>	<u>Retiring</u>	<u>(A) * (D)</u>
	<u>Age</u>		<u>at Each Age</u>	
60	1.000	0.050	0.050	3.000
61	0.950	0.070	0.067	4.057
62	0.884	0.130	0.115	7.121
63	0.769	0.100	0.077	4.842
64	0.692	0.080	0.055	3.542
65	0.636	1.000	0.636	<u>41.368</u>
Average Retirement Age				63.930

**Lafarge North America Inc. Pension Plan for Blue Circle Heritage Hourly Compensated
Employees (NewCem)
EIN 58-1290226
PN 040
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.

**Lafarge North America Inc. Pension Plan for Blue Circle Heritage Hourly Compensated
Employees (NewCem)
EIN 58-1290226
PN 040**

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>

**Lafarge North America Inc. Pension Plan for Blue Circle Heritage Hourly Compensated
Employees (NewCem)
EIN 58-1290226
PN 040**

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.

**Lafarge North America Inc. Pension Plan for Blue Circle Heritage Hourly Compensated
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Attachment to 2009 Schedule SB Part V – Statement of Actuarial Assumptions/Methods**

Economic Assumptions

Effective Interest Rate 7.96%

Demographic Assumptions

Mortality 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)

Termination Sample rates varying by age

<i>Age</i>	<i>Rate</i>
20	0.1088
25	0.0933
30	0.0757
35	0.0571
40	0.0387
45	0.0237
50	0.0125
55	0.0052
60	0.0003

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
55	0.01502	0.01490
60	0.02266	0.01793

**Lafarge North America Inc. Pension Plan for Blue Circle Heritage Hourly Compensated
Employees (NewCem)
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Attachment to 2009 Schedule SB Part V – Statement of Actuarial Assumptions/Methods

Retirement Sample rates varying by age

<i>Age</i>	<i>Rate</i>
60	0.05
61	0.07
62	0.13
63	0.10
64	0.08
65	1.00

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 80% of males; 80% of females

Spouse age Wife three years younger than husband

Administrative expense \$35,000

**Lafarge North America Inc. Pension Plan for Blue Circle Heritage Hourly Compensated
Employees (NewCem)
EIN 58-1290226
PN 040
Attachment to 2009 Schedule SB Part V – Summary of Plan Provisions**

Hourly Compensated Employees (NewCem)

Effective Date The original effective date of this plan was January 1, 2002.

Sponsoring Employer Lafarge North America Inc.

Covered Employees All hourly employees who perform services at Lafarge's Sparrows Point, Maryland facility.

Participation Date Covered employees who were active participants in the Pension Plan for Hourly Rated Employees of the Newcem Operations on December 31, 2001 participate in this plan at January 1, 2002. Covered employees hired after December 31, 2001 participate on their date of hire.

Definitions

Eligibility service Used for benefit eligibility purposes, years (and fractional years) of the participant's period of continuous service. Periods of temporary illness, disability, authorized leaves of absence, military service and periods of termination of employment not in excess of one year shall be counted as eligibility service. Each participant who was both an active employee of Blue Circle North America Inc. ("BCNA") and a participant in the Pension Plan for Hourly Rated Employees of the Newcem Operations of Blue Circle Inc. is entitled to service credit for periods of employment with BCNA prior to January 1, 2002 which are taken into account for purposes of determining the participant's eligibility service under the Pension Plan for Hourly Rated Employees of the Newcem Operations of Blue Circle Inc.

Credited service Used for benefit amount purposes, credited service is the same as eligibility service, except that periods of termination of employment and periods of disability that extend beyond twelve months shall not be counted as credited service. Each participant who was both an active employee of Blue Circle North America Inc. ("BCNA") and a participant in the Pension Plan for Hourly Rated Employees of the Newcem Operations of Blue Circle Inc. is entitled to service credit for periods of employment with BCNA prior to January 1, 2002 which are taken into account for purposes of determining the participant's credited service under the Pension Plan for Hourly Rated Employees of the Newcem Operations of Blue Circle Inc.

Normal retirement date
(NRD) First day of the month coinciding with or next following the attainment of age 65.

**Lafarge North America Inc. Pension Plan for Blue Circle Heritage Hourly Compensated
Employees (NewCem)
EIN 58-1290226
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Attachment to 2009 Schedule SB Part V – Summary of Plan Provisions**

Monthly pension benefit

The accrued benefit for an employee is shown below.

<u>Retirement Multiplier</u>	<u>Effective Date</u>
\$26.00	9/1/2003
\$27.00	9/1/2004
\$28.00	9/1/2005
\$30.00	9/1/2006
\$31.50	9/1/2007
\$33.00	9/1/2008
\$34.50	9/1/2008
\$36.00	9/1/2010

The benefit payable under this plan shall be reduced by the benefit payable under any offsetting plan. Offsetting plans are other defined benefit pension plans or retirement plans, including the Pension Plan for Hourly Rated Employees of the Newcem Operations of Blue Circle Inc., under which a benefit is determined based on service with respect to which the participant is also entitled to credited service under this plan.

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 month coinciding with or next following the attainment of age 60 with 5 years of eligibility service.

Postponed retirement

Retirement after NRD

Vested termination

Termination for reason other than death or retirement after completing 5 years of eligibility service or the attainment of age 65.

Disability retirement

A participant with 5 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

**Lafarge North America Inc. Pension Plan for Blue Circle Heritage Hourly Compensated
Employees (NewCem)
EIN 58-1290226
PN 040**

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

Early retirement	Monthly pension benefit reduced .5% for each month that actual retirement date precedes NRD.
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. 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 after five months of 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 forms are:</p> <ul style="list-style-type: none">— 75% joint and survivor annuity— A 5 year certain and continuous annuity— A 10 year certain and continuous annuity— A 15 year certain and continuous annuity <p>Actuarial equivalence for optional form conversion:</p> <ul style="list-style-type: none">— Participant mortality: UP 1994 blended 50% males; 50% females— Beneficiary mortality: UP 1994 blended 50% males; 50% females <p>Interest rate: 6.50%</p>
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.

**Lafarge North America Inc. Pension Plan for Blue Circle Heritage Hourly
Compensated Employees (NewCem)
EIN 58-1290226
PN 040
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.

Lafarge North America Inc. Pension Plan for Blue Circle Heritage Hourly Compensated Employees (NewCem)

EIN 58-1290226

PN 040

Attachment to 2009 Schedule SB, Line 26 - Schedule of Active Participant Data

		Total Years of Credited Service									
Attained Age		<1	1 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	35 to 39	40 & up
<25	Count	1	2	0	0	0	0	0	0	0	0
25 to 29	Count	1	2	0	0	0	0	0	0	0	0
30 to 34	Count	0	1	1	1	0	0	0	0	0	0
35 to 39	Count	0	1	0	0	1	0	0	0	0	0
40 to 44	Count	0	0	0	0	0	0	0	0	0	0
45 to 49	Count	2	1	0	1	3	2	1	0	0	0
50 to 54	Count	0	1	0	1	1	1	4	0	0	0
55 to 59	Count	0	0	0	0	0	0	2	0	0	0
60 to 64	Count	0	0	0	1	0	1	1	0	0	0
65 to 69	Count	0	0	0	0	0	0	0	0	0	0
70 & up	Count	0	0	0	0	0	0	0	0	0	0
		Average Age = 44.5					Average Service = 13.6				

Schedule SB, line 32 - Schedule of Amortization Bases

Plan Sponsor's Name	LAFARGE NORTH AMERICA, INC.	PN:	040
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[illegible]

Attachment to 2009 Form 5500
Form 5500 Administrative Penalties - Explanation of Reasonable Cause

Plan Name	<u>PENSION PLAN FOR BLUE CIRCLE HERITAGE HRLY COMPENSATED EMPLOYEES - (12/31/2009)</u>	EIN:	<u>58-1290226</u>
Plan Sponsor's Name	<u>LAFARGE NORTH AMERICA, INC.</u>	PN:	<u>040</u>

Explanation:

To Whom It May Concern: Please accept the attached Form 5500, required schedules and financial statements for the above referenced plan. The Master Trust associated with this plan converted to a new trust company during the 2009 plan year. During the audit process, significant reporting errors were discovered on the trust reports provided by the custodian. Due to the complexity of the errors; it took several weeks for the custodian to provide revised trust reports which caused the completion of the financials statements to be delayed. As soon as the corrected reports were provided, the financial statements were finalized and the Forms 5500 were prepared. We understand the strict rules in relation to the timely filing of the Form 5500 however, under the above circumstances, the Form 5500 could not be completed until the trust reports along with the audited financial statements were completed. Thank you in advance for your consideration to accept this late filing. We also respectfully request an abatement of any penalties or interest that may be assessed for this late filing. Sincerely, Teri Herzog Trustee