

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2010 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>06/30/2010</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☒ the final return/report; ☒ an amended return/report; ☒ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>OLDCASTLE SOUTHWEST 401K RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>03/01/2000</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>03/01/2000</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>03/01/2000</u>					
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>OLDCASTLE SW GROUP, INC.</u> <u>PO BOX 3609</u> <u>GRAND JUNCTION, CO 81502</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>84-0449536</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>970-243-4900</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>237310</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>84-0449536</u>	2c Sponsor's telephone number <u>970-243-4900</u>	2d Business code (see instructions) <u>237310</u>	
2b Employer Identification Number (EIN) <u>84-0449536</u>					
2c Sponsor's telephone number <u>970-243-4900</u>					
2d Business code (see instructions) <u>237310</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	04/19/2011	LOWELL LAYCOCK
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	04/19/2011	LOWELL LAYCOCK
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") OLDCASTLE SW GROUP, INC. PO BOX 3609 GRAND JUNCTION, CO 81502	3b Administrator's EIN 84-0449536 3c Administrator's telephone number 970-243-4900
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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	1243
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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	0
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	0
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	13

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:
 2E 2G 2F 2J 2K 3D 3F

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 C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection.
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 06/30/2010		
A Name of plan OLDCASTLE SOUTHWEST 401K RETIREMENT PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 OLDCASTLE SW GROUP, INC.	D Employer Identification Number (EIN) 84-0449536	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FIDELITY INVESTMENTS
06-1194217

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
JANUS
43-1804048

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
PIMCO FUNDS
95-2632339

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
T. ROWE PRICE
52-2264646

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

VANGUARD

23-1945930

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

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

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

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

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

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

WELLS FARGO BANK, N.A.

94-1347393

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 19 21 37 38 50	BUNDLED SERV	52555	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

WELLS FARGO BANK, N.A.

94-1347393

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 19 21 37 38 62	SERVICE PROV	0	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2010 This Form is Open to Public Inspection.
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 06/30/2010		
A Name of plan OLDCASTLE SOUTHWEST 401K RETIREMENT PLAN	B Three-digit plan number (PN) ►	002
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 OLDCASTLE SW GROUP, INC.	D Employer Identification Number (EIN) 84-0449536	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO STABLE RETURN FUND		
b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.		
c EIN-PN 52-2251407-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO RUSSELL 2000 INDEX FUND		
b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.		
c EIN-PN 94-3316721-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO S&P MIDCAP INDEX FUND		
b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.		
c EIN-PN 94-3324226-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 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 code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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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
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**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 2010 This Form is Open to Public Inspection
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 06/30/2010		
A Name of plan OLDCASTLE SOUTHWEST 401K RETIREMENT PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 OLDCASTLE SW GROUP, INC.	D Employer Identification Number (EIN) 84-0449536	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	98505	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	102635	0
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	13	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	121271	0
(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)	954364	0
(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)	2203	0
(9) Value of interest in common/collective trusts.....	1c(9)	7849418	0
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	11907593	0
(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	21036002	0

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	21036002	0
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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)	15612	
(B) Participants	2a(1)(B)	27821	
(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)		43433

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	59	
(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)	73	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		132

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	19661	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	40632	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		60293

(3) Rents	2b(3)		
-----------------	--------------	--	--

(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	151987	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	158671	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-6684

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	-210526	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-210526
(6) Net investment gain (loss) from common/collective trusts	2b(6)		64708
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-637567
c Other income.....	2c		185
d Total income. Add all income amounts in column (b) and enter total.....	2d		-686026

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2006035	
(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)		2006035
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)	52555	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		52555
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2058590

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-2744616
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		18291386

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: DALBY, WENDLAND & CO. PC

(2) EIN: 84-0795096

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: 0

- 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)
OLDCASTLE MATERIALS, INC. RETIREMENT SAVINGS PLAN	95-3962933	001

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 2010 This Form is Open to Public Inspection.
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 06/30/2010		
A Name of plan OLDCASTLE SOUTHWEST 401K RETIREMENT PLAN		B Three-digit plan number (PN) ► 002
C Plan sponsor's name as shown on line 2a of Form 5500 OLDCASTLE SW GROUP, INC.		D Employer Identification Number (EIN) 84-0449536
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.....		10
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): 41-6257133		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....		3
Part 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		
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.		
Schedule R (Form 5500) 2010 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): _____

DALBY, WENDLAND & CO., P.C.

Certified Public Accountants & Consultants



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

Board of Trustees
Oldcastle Southwest 401(k) Retirement Plan
Grand Junction, CO

INDEPENDENT AUDITOR'S REPORT

We were engaged to audit the statements of net assets available for benefits and the related statements of changes in net assets available for benefits of Oldcastle Southwest 401(k) Retirement Plan (the Plan) as of and for the period ended June 30, 2010 and as of and for the year ended December 31, 2009. 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 4, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee held the Plan's investment assets and executed investment transactions. The Plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2010 and 2009, that the information provided to the Plan administrator by the trustee is complete and accurate.

Effective July 1, 2010, the Plan merged with Oldcastle Materials, Inc. Retirement Savings Plan (Savings Plan), at Fidelity Investments. The Savings Plan is sponsored by the Parent Company of Oldcastle Southwest, Inc. For the period ended, June 30, 2010, the Plan was liquidated and a transfer of assets was made to the Savings Plan. Investments were valued after the close of the Market on June 30, 2010. The transfer of assets and termination of the Plan is also discussed in Note 9 to the financial statements.

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. The form and content of the information included in the financial statements other than that derived from the information certified by the trustee, has 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.

A handwritten signature in cursive script that reads 'Dalby, Wendland & Co., P.C.'.

DALBY, WENDLAND & CO., P.C.
Grand Junction, CO

April 18, 2011

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

FINANCIAL STATEMENTS
AND
INDEPENDENT AUDITOR'S REPORT

June 30, 2010 and December 31, 2009

DALBY, WENDLAND & CO., P.C.

Certified Public Accountants & Consultants



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Board of Trustees
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Dalby, Wendland & Co., P.C.

DALBY, WENDLAND & CO., P.C.
Grand Junction, CO

April 18, 2011

OLDCASTLE SOUTHWEST 401(K) RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

June 30, 2010 and December 31, 2009

	2010	2009
ASSETS		
Investments, at Fair Value		
Mutual funds	\$ -	\$ 11,907,593
Common collective trusts	-	7,849,418
Common stocks	-	954,364
Interest bearing cash	-	121,271
Participant loans	-	2,203
<i>Total Investments, at Fair Value</i>	-	20,834,849
Cash and Cash Equivalents	-	98,505
Contributions Receivable		
Participant	-	26,306
Employer	-	195,849
Accrued interest	-	13
<i>Total Contributions Receivable</i>	-	222,168
<i>Total Assets</i>	<u>\$ -</u>	<u>\$ 21,155,522</u>
LIABILITIES AND NET ASSETS AVAILABLE FOR BENEFITS		
Corrective Distributions Payable	\$ -	\$ 86,298
<i>Total Liabilities</i>	-	86,298
<i>Net Assets Available for Benefits</i>	<u>\$ -</u>	<u>\$ 21,069,224</u>

See accompanying notes.

OLDCASTLE SOUTHWEST 401(K) RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the years ended June 30, 2010 and December 31, 2009

	<u>2010</u>	<u>2009</u>
Additions to Net Assets Attributed to:		
Investment income (loss)		
Net appreciation (depreciation) in fair value of investments	\$ (790,069)	\$ 3,122,238
Interest and dividends	60,425	255,767
Other income	185	-
<i>Total Investment (Loss) Income</i>	<u>(729,459)</u>	<u>3,378,005</u>
Contributions		
Participant contributions	-	1,391,164
Employer contributions	-	598,438
<i>Total Contributions</i>	<u>-</u>	<u>1,989,602</u>
<i>Total Additions</i>	<u>(729,459)</u>	<u>5,367,607</u>
Deductions from Net Assets Attributed to:		
Transfer of assets	18,281,175	-
Benefits paid to participants	2,006,035	2,707,032
Administrative expenses	52,555	51,018
<i>Total Deductions</i>	<u>20,339,765</u>	<u>2,758,050</u>
<i>Net (Decrease) Increase in Net Assets Available for Benefits</i>	<u>(21,069,224)</u>	<u>2,609,557</u>
Net Assets Available for Benefits - beginning of the year	<u>21,069,224</u>	<u>18,459,667</u>
Net Assets Available for Benefits - end of the year	<u><u>\$ -</u></u>	<u><u>\$ 21,069,224</u></u>

See accompanying notes.

OLDCASTLE SOUTHWEST 401(K) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

June 30, 2010 and December 31, 2009

NOTE 1 - PLAN DESCRIPTION

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

Plan Termination

The Plan was effectively terminated June 30, 2010 and all Plan assets were transferred into a separate plan (see Note 9).

General

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

Employee Contributions

Participants were permitted to contribute pre-tax salary deferrals of annual compensation, excluding bonuses, at a minimum of 1% and a maximum of 75% of eligible compensation, not to exceed allowable dollar limits set by federal law. Transfers from qualified plans were allowable under the provisions of the Plan.

Employer Contributions

The Company, at the discretion of management, was authorized to make a matching contribution in an amount to be determined by the Company. For the year ended December 31, 2009, the Company authorized a matching contribution equal to the lesser of 50% of participants' pre-tax salary deferral contributions or 3% of participants' eligible compensation, as defined by the Plan document. Intermountain Construction & Materials, a division of the Company, allowed matching contributions equal to 100% of pre-tax salary deferral contributions up to a maximum of 4% of eligible compensation, as defined by the Plan document.

Additionally, the Company, at the discretion of Company management, was authorized to make profit sharing contributions, as defined by the Plan document. LS Jensen, a division of the Company that merged with the Plan in 2008, made profit sharing contributions for the year ended December 31, 2009 of \$74,381.

Participant Accounts

Each participant's account was credited with the participant's contributions, the Plan's contributions on the participant's behalf, and an allocation of Plan earnings. Allocations were based on participant earnings or account balances, as defined by the Plan document. The benefit to which a participant was entitled to was the benefit that could be provided from the participant's vested account.

Investment Elections

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

Vesting

Participants were immediately vested in their voluntary pre-tax salary deferral contributions plus actual earnings thereon as well as any rollover contributions made to the Plan. Vesting in the Company's matching contribution and profit sharing contribution portions of their account plus actual earnings thereon was based on years of service. A year of service was earned for working 1,000 hours or more in a Plan year. Vesting in the Plan was determined as follows:

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

For plans that merged with the Plan, vesting in employer contributions prior to the merger was determined according to the previous plans' provisions as defined by the Plan documents. A participant could also become 100% vested in the Company's matching contribution and profit sharing contribution portions of their account plus earnings thereon if the participant attained the age 65 or if service was terminated due to death or disability.

Payment of Benefits

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

Forfeitures

Forfeitures were determined at the period ended June 30, 2010 and the year ended December 31, 2009. Forfeitures were used to reduce future contributions to be made by the Company or were re-allocated to eligible participants' accounts, as defined in the Plan document. As of and for the year ended December 31, 2009 the unallocated forfeiture balance was \$67,787. No forfeitures were allocated to participant accounts or used to offset contributions. Unallocated forfeitures are not considered to be assets available for Plan benefits as of the year end.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**Basis of Accounting**

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

Investments Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (see Note 5). Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

The common collective trust fund investments represent shares of underlying collective investment trusts operated by Wells Fargo Bank, N.A., who was also the Plan's trustee. At December 31, 2009, the underlying assets of the funds consisted primarily of investment contracts and security-backed contracts. An investment contract is a contract issued by a financial institution to provide a stated rate of return to the buyer of the contract for a specified period of time. A security-backed contract has similar characteristics as a traditional investment contract and is comprised of two parts: the first part is a fixed-income security or portfolio of fixed-income securities; the second part is a contract value guarantee (wrapper) provided by a third party. Wrappers provide contract value payments for certain participant-initiated withdrawals and transfers, a floor crediting rate, and return of fully accrued contract value at maturity.

Payment of Benefits

All benefits are recorded when paid. As of December 31, 2009, \$137,368 in Plan assets were allocated to participants that had elected to withdraw from the Plan but had not yet been paid.

Estimates

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

NOTE 3 - INVESTMENTS

The following presents investments that represent 5% or more of the Plan's net assets at December 31, 2009:

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Common stocks	19,661	80,092
Interest bearing cash	59	446
Participant loans	73	280
Other	185	-
<i>Total Investment Income (Loss)</i>	<u>\$ (729,459)</u>	<u>\$ 3,378,005</u>

NOTE 4 - INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Wells Fargo Bank, N.A., the trustee of the Plan, has certified to the completeness and accuracy of all investments reflected on the accompanying statements of assets available for Plan benefits as of June 30, 2010 and December 31, 2009, Note 3, and the related investment activity reflected in the statements of changes in net assets available for Plan benefits for the period ended June 30, 2010 and for the year ended December 31, 2009.

NOTE 5 - FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 820, *Fair Value Measurements and Disclosures* (ASC 820) defines fair values, establishes a consistent framework for measuring fair value, and expands disclosure requirements for fair value measurements. The framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value.

Under ASC 820, assets and liabilities are grouped in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. These levels are:

- Level 1 - Valuation is based upon quoted prices for identical instruments traded in active markets.
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Under ASC 820, the Plan based fair values on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurements for assets and liabilities where there exists limited or no observable market data and, therefore, are based primarily upon the Plan's estimates, are often calculated based on current pricing policy, the economic and competitive environment, the characteristics of the asset or liability, and other such factors. Therefore, the results cannot be determined with precision and may not be realized in an actual sale or immediate settlement of the asset or liability. Additionally, there may be inherent weaknesses in any calculation technique, and changes in the underlying assumptions used, including discount rates and estimates of future cash flows, that could significantly affect the results of current or future values.

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

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

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

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

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

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

Fair value measurements for assets recorded at fair value on a recurring basis at December 31, 2009 are as follows:

Description	Level 1	Level 2	Level 3	Total Fair Value
Mutual funds				
Growth funds	\$ 6,575,364	\$ -	\$ -	\$ 6,575,364
Blend funds	3,156,793	-	-	3,156,793
Bond funds	1,754,751	-	-	1,754,751
Value funds	420,685	-	-	420,685
<i>Total mutual funds</i>	11,907,593	-	-	11,907,593
Common collective trusts	-	7,849,418	-	7,849,418
Common stocks	954,364	-	-	954,364
Interest bearing cash	121,271	-	-	121,271
Participant loans	-	-	2,203	2,203
<i>Total</i>	<u>\$ 12,983,228</u>	<u>\$ 7,849,418</u>	<u>\$ 2,203</u>	<u>\$ 20,834,849</u>

Changes in the fair value of the Plan's level 3 investments are as follows:

	June 30, 2010	December 31, 2009
Participant Loans		
Balance, beginning of the year	\$ 2,203	\$ 4,262
Realized gains (losses)	-	-
Unrealized gains (losses)	-	-
Purchases, sales, issuances, and settlements, net	(2,203)	(2,059)
Balance, end of the year	<u>\$ -</u>	<u>\$ 2,203</u>

NOTE 6 - PLAN TAX STATUS

The Plan obtained its latest determination letter on November 1, 2007, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (the Code). The Plan has been amended since receiving the determination letter.

However, the Plan administrator and the Plan's tax counsel believe that the Plan was designed and operated in compliance with the applicable requirements of the Code for the period ended June 30, 2010 and the year ended December 31, 2010. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 7 - RELATED PARTY TRANSACTIONS

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

Wells Fargo Bank, N.A., the trustee of the Plan, managed certain Plan investments. Therefore, these transactions qualified as party-in-interest transactions. At December 31, 2009, the Plan held 10 funds sponsored by the trustee.

At December 31, 2009 certain Plan investments were shares of CRH PLC (CRH) common stock. CRH is the parent company of the Company; therefore, this transaction qualifies as a party-in-interest transaction.

NOTE 8 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	December 31, 2009
Net assets available for benefits per the financial statements	\$ 21,069,224
Add: administrative expenses not accrued on Form 5500	-
Add: corrective distributions payable not accrued on Form 5500	86,298
Less: contributions receivable not accrued on Form 5500	(119,520)
Net assets available for benefits per the Form 5500	<u>\$ 21,036,002</u>

The following is a reconciliation of employer contributions per the financial statements to Form 5500 at:

	June 30, 2010	December 31, 2009
Employer contributions per the financial statements	\$ -	\$ 598,438
Less: employer contributions accrued in the current year	-	(83,065)
Add: employer contributions accrued in the prior year	(15,612)	-
Employer contributions per Form 5500	<u>\$ 15,612</u>	<u>\$ 515,373</u>

The following is a reconciliation of participant contributions per the financial statements to Form 5500 at:

	June 30, 2010	December 31, 2009
Participant contributions per the financial statements	\$ -	\$ 1,391,164
Less: participant contributions accrued in the current year	-	(26,306)
Add: employer contributions accrued in the prior year	(27,821)	-
Participant contributions per Form 5500	<u>\$ 27,821</u>	<u>\$ 1,364,858</u>

The following is a reconciliation of administrative expenses per the financial statements to Form 5500 at:

	December 31, 2009
Administrative expenses per the financial statements	\$ 51,018
Add: administrative expenses incurred and accrued in the prior year	16,446
Administrative expenses per Form 5500	<u>\$ 67,464</u>

The following is a reconciliation of benefits paid to participants per the financial statements to Form 5500 at:

	December 31, 2009
Benefits paid to participants per the financial statements	\$ 2,707,032
Less: corrective distributions incurred and accrued in the current year	(86,298)
Add: corrective distributions incurred and accrued in the prior year	112,644
Benefits paid to participants per Form 5500	<u>\$ 2,733,378</u>

At December 31, 2009, employer contributions receivable represented outstanding employer matching contributions receivable and corrective contributions receivable for participants who were under-funded during the year ended December 31, 2008. Corrective distributions payable represent amounts payable from the Plan due to the failure of required non-discrimination testing, additional amounts payable to terminated employees, and amounts payable to participants for excess deferrals.

NOTE 9 - TERMINATION OF PLAN

Effective July 1, 2010, the Plan merged with Oldcastle Materials, Inc. Retirement Savings Plan (Savings Plan), at Fidelity Investments. The Savings Plan is sponsored by the Parent Company of Oldcastle Southwest, Inc. At year end, June 30, 2010, the Plan was liquidated and a transfer of assets was made to the Savings Plan. Investments were valued after the close of the Market on June 30, 2010.

As a result of the Plan's termination, the Plan has no continuing involvement with the transferred assets and therefore no risk exposure or restrictions in relation to the transferred assets exist.

DALBY, WENDLAND & CO., P.C.

Certified Public Accountants & Consultants



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

Board of Trustees
Oldcastle Southwest 401(k) Retirement Plan
Grand Junction, CO

INDEPENDENT AUDITOR'S REPORT

We were engaged to audit the statements of net assets available for benefits and the related statements of changes in net assets available for benefits of Oldcastle Southwest 401(k) Retirement Plan (the Plan) as of and for the period ended June 30, 2010 and as of and for the year ended December 31, 2009. 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 4, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee held the Plan's investment assets and executed investment transactions. The Plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2010 and 2009, that the information provided to the Plan administrator by the trustee is complete and accurate.

Effective July 1, 2010, the Plan merged with Oldcastle Materials, Inc. Retirement Savings Plan (Savings Plan), at Fidelity Investments. The Savings Plan is sponsored by the Parent Company of Oldcastle Southwest, Inc. For the period ended, June 30, 2010, the Plan was liquidated and a transfer of assets was made to the Savings Plan. Investments were valued after the close of the Market on June 30, 2010. The transfer of assets and termination of the Plan is also discussed in Note 9 to the financial statements.

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. The form and content of the information included in the financial statements other than that derived from the information certified by the trustee, has 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.

A handwritten signature in cursive script that reads 'Dalby, Wendland & Co., P.C.'.

DALBY, WENDLAND & CO., P.C.
Grand Junction, CO

April 18, 2011

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

FINANCIAL STATEMENTS
AND
INDEPENDENT AUDITOR'S REPORT

June 30, 2010 and December 31, 2009

DALBY, WENDLAND & CO., P.C.

Certified Public Accountants & Consultants



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DALBY, WENDLAND & CO., P.C.
Grand Junction, CO

April 18, 2011

OLDCASTLE SOUTHWEST 401(K) RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

June 30, 2010 and December 31, 2009

	<u>2010</u>	<u>2009</u>
ASSETS		
Investments, at Fair Value		
Mutual funds	\$ -	\$ 11,907,593
Common collective trusts	-	7,849,418
Common stocks	-	954,364
Interest bearing cash	-	121,271
Participant loans	-	2,203
<i>Total Investments, at Fair Value</i>	<u>-</u>	<u>20,834,849</u>
Cash and Cash Equivalents	<u>-</u>	<u>98,505</u>
Contributions Receivable		
Participant	-	26,306
Employer	-	195,849
Accrued interest	-	13
<i>Total Contributions Receivable</i>	<u>-</u>	<u>222,168</u>
<i>Total Assets</i>	<u><u>\$ -</u></u>	<u><u>\$ 21,155,522</u></u>
LIABILITIES AND NET ASSETS AVAILABLE FOR BENEFITS		
Corrective Distributions Payable	<u>\$ -</u>	<u>\$ 86,298</u>
<i>Total Liabilities</i>	<u>-</u>	<u>86,298</u>
<i>Net Assets Available for Benefits</i>	<u><u>\$ -</u></u>	<u><u>\$ 21,069,224</u></u>

See accompanying notes.

OLDCASTLE SOUTHWEST 401(K) RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the years ended June 30, 2010 and December 31, 2009

	<u>2010</u>	<u>2009</u>
Additions to Net Assets Attributed to:		
Investment income (loss)		
Net appreciation (depreciation) in fair value of investments	\$ (790,069)	\$ 3,122,238
Interest and dividends	60,425	255,767
Other income	185	-
<i>Total Investment (Loss) Income</i>	<u>(729,459)</u>	<u>3,378,005</u>
Contributions		
Participant contributions	-	1,391,164
Employer contributions	-	598,438
<i>Total Contributions</i>	<u>-</u>	<u>1,989,602</u>
<i>Total Additions</i>	<u>(729,459)</u>	<u>5,367,607</u>
Deductions from Net Assets Attributed to:		
Transfer of assets	18,281,175	-
Benefits paid to participants	2,006,035	2,707,032
Administrative expenses	52,555	51,018
<i>Total Deductions</i>	<u>20,339,765</u>	<u>2,758,050</u>
<i>Net (Decrease) Increase in Net Assets Available for Benefits</i>	<u>(21,069,224)</u>	<u>2,609,557</u>
Net Assets Available for Benefits - beginning of the year	<u>21,069,224</u>	<u>18,459,667</u>
Net Assets Available for Benefits - end of the year	<u>\$ -</u>	<u>\$ 21,069,224</u>

See accompanying notes.

OLDCASTLE SOUTHWEST 401(K) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

June 30, 2010 and December 31, 2009

NOTE 1 - PLAN DESCRIPTION

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

Plan Termination

The Plan was effectively terminated June 30, 2010 and all Plan assets were transferred into a separate plan (see Note 9).

General

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

Employee Contributions

Participants were permitted to contribute pre-tax salary deferrals of annual compensation, excluding bonuses, at a minimum of 1% and a maximum of 75% of eligible compensation, not to exceed allowable dollar limits set by federal law. Transfers from qualified plans were allowable under the provisions of the Plan.

Employer Contributions

The Company, at the discretion of management, was authorized to make a matching contribution in an amount to be determined by the Company. For the year ended December 31, 2009, the Company authorized a matching contribution equal to the lesser of 50% of participants' pre-tax salary deferral contributions or 3% of participants' eligible compensation, as defined by the Plan document. Intermountain Construction & Materials, a division of the Company, allowed matching contributions equal to 100% of pre-tax salary deferral contributions up to a maximum of 4% of eligible compensation, as defined by the Plan document.

Additionally, the Company, at the discretion of Company management, was authorized to make profit sharing contributions, as defined by the Plan document. LS Jensen, a division of the Company that merged with the Plan in 2008, made profit sharing contributions for the year ended December 31, 2009 of \$74,381.

Participant Accounts

Each participant's account was credited with the participant's contributions, the Plan's contributions on the participant's behalf, and an allocation of Plan earnings. Allocations were based on participant earnings or account balances, as defined by the Plan document. The benefit to which a participant was entitled to was the benefit that could be provided from the participant's vested account.

Investment Elections

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

Vesting

Participants were immediately vested in their voluntary pre-tax salary deferral contributions plus actual earnings thereon as well as any rollover contributions made to the Plan. Vesting in the Company's matching contribution and profit sharing contribution portions of their account plus actual earnings thereon was based on years of service. A year of service was earned for working 1,000 hours or more in a Plan year. Vesting in the Plan was determined as follows:

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

For plans that merged with the Plan, vesting in employer contributions prior to the merger was determined according to the previous plans' provisions as defined by the Plan documents. A participant could also become 100% vested in the Company's matching contribution and profit sharing contribution portions of their account plus earnings thereon if the participant attained the age 65 or if service was terminated due to death or disability.

Payment of Benefits

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

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

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

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

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

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

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

Fair value measurements for assets recorded at fair value on a recurring basis at December 31, 2009 are as follows:

Description	Level 1	Level 2	Level 3	Total Fair Value
Mutual funds				
Growth funds	\$ 6,575,364	\$ -	\$ -	\$ 6,575,364
Blend funds	3,156,793	-	-	3,156,793
Bond funds	1,754,751	-	-	1,754,751
Value funds	420,685	-	-	420,685
<i>Total mutual funds</i>	11,907,593	-	-	11,907,593
Common collective trusts	-	7,849,418	-	7,849,418
Common stocks	954,364	-	-	954,364
Interest bearing cash	121,271	-	-	121,271
Participant loans	-	-	2,203	2,203
<i>Total</i>	<u>\$ 12,983,228</u>	<u>\$ 7,849,418</u>	<u>\$ 2,203</u>	<u>\$ 20,834,849</u>

Changes in the fair value of the Plan's level 3 investments are as follows:

	June 30, 2010	December 31, 2009
Participant Loans		
Balance, beginning of the year	\$ 2,203	\$ 4,262
Realized gains (losses)	-	-
Unrealized gains (losses)	-	-
Purchases, sales, issuances, and settlements, net	(2,203)	(2,059)
Balance, end of the year	<u>\$ -</u>	<u>\$ 2,203</u>

NOTE 6 - PLAN TAX STATUS

The Plan obtained its latest determination letter on November 1, 2007, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (the Code). The Plan has been amended since receiving the determination letter.

However, the Plan administrator and the Plan's tax counsel believe that the Plan was designed and operated in compliance with the applicable requirements of the Code for the period ended June 30, 2010 and the year ended December 31, 2010. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 7 - RELATED PARTY TRANSACTIONS

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

Wells Fargo Bank, N.A., the trustee of the Plan, managed certain Plan investments. Therefore, these transactions qualified as party-in-interest transactions. At December 31, 2009, the Plan held 10 funds sponsored by the trustee.

At December 31, 2009 certain Plan investments were shares of CRH PLC (CRH) common stock. CRH is the parent company of the Company; therefore, this transaction qualifies as a party-in-interest transaction.

NOTE 8 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	December 31, 2009
Net assets available for benefits per the financial statements	\$ 21,069,224
Add: administrative expenses not accrued on Form 5500	-
Add: corrective distributions payable not accrued on Form 5500	86,298
Less: contributions receivable not accrued on Form 5500	(119,520)
Net assets available for benefits per the Form 5500	<u>\$ 21,036,002</u>

The following is a reconciliation of employer contributions per the financial statements to Form 5500 at:

	June 30, 2010	December 31, 2009
Employer contributions per the financial statements	\$ -	\$ 598,438
Less: employer contributions accrued in the current year	-	(83,065)
Add: employer contributions accrued in the prior year	(15,612)	-
Employer contributions per Form 5500	<u>\$ 15,612</u>	<u>\$ 515,373</u>

The following is a reconciliation of participant contributions per the financial statements to Form 5500 at:

	June 30, 2010	December 31, 2009
Participant contributions per the financial statements	\$ -	\$ 1,391,164
Less: participant contributions accrued in the current year	-	(26,306)
Add: employer contributions accrued in the prior year	(27,821)	-
Participant contributions per Form 5500	<u>\$ 27,821</u>	<u>\$ 1,364,858</u>

The following is a reconciliation of administrative expenses per the financial statements to Form 5500 at:

	December 31, 2009
Administrative expenses per the financial statements	\$ 51,018
Add: administrative expenses incurred and accrued in the prior year	16,446
Administrative expenses per Form 5500	<u>\$ 67,464</u>

The following is a reconciliation of benefits paid to participants per the financial statements to Form 5500 at:

	December 31, 2009
Benefits paid to participants per the financial statements	\$ 2,707,032
Less: corrective distributions incurred and accrued in the current year	(86,298)
Add: corrective distributions incurred and accrued in the prior year	112,644
Benefits paid to participants per Form 5500	<u>\$ 2,733,378</u>

At December 31, 2009, employer contributions receivable represented outstanding employer matching contributions receivable and corrective contributions receivable for participants who were under-funded during the year ended December 31, 2008. Corrective distributions payable represent amounts payable from the Plan due to the failure of required non-discrimination testing, additional amounts payable to terminated employees, and amounts payable to participants for excess deferrals.

NOTE 9 - TERMINATION OF PLAN

Effective July 1, 2010, the Plan merged with Oldcastle Materials, Inc. Retirement Savings Plan (Savings Plan), at Fidelity Investments. The Savings Plan is sponsored by the Parent Company of Oldcastle Southwest, Inc. At year end, June 30, 2010, the Plan was liquidated and a transfer of assets was made to the Savings Plan. Investments were valued after the close of the Market on June 30, 2010.

As a result of the Plan's termination, the Plan has no continuing involvement with the transferred assets and therefore no risk exposure or restrictions in relation to the transferred assets exist.