

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 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>12/31/2010</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>LAFARGE NORTH AMERICA, INC. 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>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>05/01/1959</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>05/01/1959</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>05/01/1959</u>					
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>LAFARGE NORTH AMERICA, INC.</u> <u>12018 SUNRISE VALLEY DRIVE</u> <u>RESTON, VA 20191</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>58-1290226</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>703-480-3600</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>327300</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>58-1290226</u>	2c Sponsor's telephone number <u>703-480-3600</u>	2d Business code (see instructions) <u>327300</u>	
2b Employer Identification Number (EIN) <u>58-1290226</u>					
2c Sponsor's telephone number <u>703-480-3600</u>					
2d Business code (see instructions) <u>327300</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.	10/14/2011	TERI HERZOG
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	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") LAFARGE NORTH AMERICA, INC. 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	11113
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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	3540
b Retired or separated participants receiving benefits.....	6b	3238
c Other retired or separated participants entitled to future benefits.....	6c	3565
d Subtotal. Add lines 6a , 6b , and 6c	6d	10343
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	606
f Total. Add lines 6d and 6e	6f	10949
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	158

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:
 1A 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 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 12/31/2010

▶ **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>LAFARGE NORTH AMERICA, INC. RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>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>2010</u>
2	Assets:
a	Market value 2a <u>358449585</u>
b	Actuarial value 2b <u>375660591</u>
3	Funding target/participant count breakdown
	(1) Number of participants (2) Funding Target
a	For retired participants and beneficiaries receiving payment 3a <u>3561</u> <u>236915584</u>
b	For terminated vested participants 3b <u>3647</u> <u>89906983</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>24724823</u>
(2)	Vested benefits 3c(2) <u>168880118</u>
(3)	Total active 3c(3) <u>3908</u> <u>193604941</u>
d	Total 3d <u>11116</u> <u>520427508</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 <u>518462947</u>
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 <u>528285750</u>
5	Effective interest rate 5 <u>6.69</u> %
6	Target normal cost 6 <u>20908268</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>10/07/2011</u>
Signature of actuary <u>SHERI X. DECRISTOFARO, FSA EA</u>	Date <u>11-06629</u>
Type or print name of actuary <u>TOWERS WATSON PENNSYLVANIA INC</u>	Most recent enrollment number <u>215-246-6000</u>
Firm name <u>CENTRE SQUARE EAST, 1500 MARKET ST PHILADELPHIA, PA 19102-4790</u>	Telephone number (including area code)
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) 2010
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)	36825180	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	30350416	0
9	Amount remaining (Item 7 minus item 8).....	6474764	0
10	Interest on item 9 using prior year's actual return of <u>28.00</u> %	1812934	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		2928160
b	Interest on (a) using prior year's effective rate of <u>8.03</u> %		819885
c	Total available at beginning of current plan year to add to prefunding balance		3748045
d	Portion of (c) to be added to prefunding balance.....		0
12	Reduction in balances due to elections or deemed elections.....	8287698	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	72.45 %
15	Adjusted funding target attainment percentage.....	15	72.45 %
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	74.65 %
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	
04/15/2010	9510000	0	12/30/2010
04/26/2010	1557499	0	01/14/2011
06/07/2010	120784	0	
07/15/2010	9510000	0	
08/18/2010	79252	0	
10/15/2010	9510000	0	
		Totals ▶	18(b)
		39922535	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	117203
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	38173381

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: 5.03 %	2nd segment: 6.73 %	3rd segment: 6.82 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 61
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	20908268
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	123949817	12945819
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	33854087
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement		
36 Additional cash requirement (item 34 minus item 35).....	36	33854087
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	38173381
38 Interest-adjusted excess contributions for current year (see instructions).....	38	4319294
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan LAFARGE NORTH AMERICA, INC. RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
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	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	3340000	9510000
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	355535919	408204303
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	358875919	417714303

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	516563	609584
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	516563	609584

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	358359356	417104719
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	39922535	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		39922535
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		48881435
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		88803970

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	26893093	
(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)		26893093
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)	3165514	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		3165514
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		30058607

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		58745363
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

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

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: CHERRY, BEKAERT & HOLLAND LLP

(2) EIN: 56-0574444

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		9200000
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.).....			
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>2010</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan LAFARGE NORTH AMERICA, INC. RETIREMENT PLAN		B Three-digit plan number (PN) ► 001
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.....		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): 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.....		22
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: 68.0% Investment-Grade Debt: 32.0% 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): _____

LAFARGE NORTH AMERICA INC. RETIREMENT PLAN
REPORT AND FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009

LAFARGE NORTH AMERICA INC. RETIREMENT PLAN
REPORT AND FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009

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



INDEPENDENT AUDITORS' REPORT

To the Pension Committee
Lafarge North America Inc. Retirement Plan

We were engaged to audit the financial statements of Lafarge North America Inc. Retirement Plan (the Plan) as of December 31, 2010 and 2009, and for the years then ended, as listed in the accompanying index. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by State Street Bank and Trust Company and The Northern Trust Company, the Trustees 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 Northern Trust Company held the Plan's investment assets and executed investment transactions from September 1, 2009 to December 31, 2010, and that State Street Bank and Trust Company held the Plan's investment assets and executed investment transactions for the period from January 1, 2009 to September 1, 2009. The plan administrator has obtained certifications from the Trustees as of and for the years ended December 31, 2010 and 2009, that the information provided to the plan administrator by the Trustees is complete and accurate.

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

Cherry, Bekaert & Holland, LLP

Vienna, Virginia
October 13, 2011

LAFARGE NORTH AMERICA INC. RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2010	2009
ASSETS		
Investments in the Master Trust, at fair value	\$ 408,204,303	\$ 355,535,919
Employer contributions receivable	<u>9,510,000</u>	<u>3,340,000</u>
Total assets	<u>417,714,303</u>	<u>358,875,919</u>
LIABILITIES		
Administrative expenses payable	<u>609,584</u>	<u>516,563</u>
Net assets available for benefits	<u><u>\$ 417,104,719</u></u>	<u><u>\$ 358,359,356</u></u>

(See accompanying notes to the financial statements)

LAFARGE NORTH AMERICA INC. RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year ended December 31,	
	2010	2009
ADDITIONS		
Net investment income in the Master Trust	\$ 48,881,435	\$ 81,364,811
Employer contributions	39,922,535	3,390,000
Other income	-	102,157
Total additions	<u>88,803,970</u>	<u>84,856,968</u>
DEDUCTIONS		
Benefits paid	26,893,093	24,883,600
Administrative expenses	<u>3,165,514</u>	<u>2,923,702</u>
Total deductions	<u>30,058,607</u>	<u>27,807,302</u>
Net increase	58,745,363	57,049,666
Net assets available for benefits at beginning of year	<u>358,359,356</u>	<u>301,309,690</u>
Net assets available for benefits at end of year	<u><u>\$ 417,104,719</u></u>	<u><u>\$ 358,359,356</u></u>

(See accompanying notes to the financial statements)

LAFARGE NORTH AMERICA INC. RETIREMENT PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009

Note 1 – Description of plan

The following description of the Lafarge North America Inc. Retirement Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information.

The Plan, created in 1959, covers salaried and certain hourly employees who meet specified service and age requirements of Lafarge North America Inc. (the Company). The Plan is a noncontributory defined benefit plan that provides for pension and disability benefits. The Plan provides for normal retirement at age 65 or early retirement after age 55. Retirement benefits under the Plan are based on the average of the highest 60 consecutive months' earnings out of the last 120 months prior to retirement. The Plan also provides for disability benefits and special death benefits before or after retirement. The Plan was amended and restated effective January 1, 2008, for the purpose of incorporating prior amendments and to make amendments for required tax compliance and certain other changes. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Effective January 1, 2009, benefits under the Plan were frozen. As a result, no new participants are eligible to participate in the Plan after January 1, 2009.

The assets of the Plan and certain other pension plans of the Company are held in the Lafarge North America Inc. Master Trust (Master Trust). During the year ended December 31, 2010, assets in the Master Trust were held by The Northern Trust Company. During the year ended December 31, 2009, assets in the Master Trust were held by The Northern Trust Company and State Street Bank and Trust Company (the Trustees). At January 1, 2009, all assets in the Master Trust were held by State Street Bank and Trust Company. Effective September 1, 2009, all assets held by State Street Bank and Trust Company were transferred to The Northern Trust Company. Upon the order of the Company, the Trustees pay amounts to specified Plan beneficiaries. SEI Investments Company (SEI) currently acts as investment manager and has authority to invest and reinvest the Master Trust assets.

In compliance with the Tax Reform Act of 1986, participants of the Plan become fully vested after five years of continuous service. The Company has contributed such amounts as it believes are necessary to provide assets sufficient to meet the benefits to be paid to the Plan's participants. These contributions are also sufficient to meet the minimum funding requirements of ERISA.

The Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of termination, all accrued benefits become 100% vested, and the net assets of the Plan are set aside for payment of such vested benefits. Whether a particular participant's accumulated Plan benefits will be paid depends on both the priority of those benefits and the level of benefits guaranteed by the Pension Benefit Guaranty Corporation (PBGC) at the time of termination. Some benefits may be fully or partially provided for by the then-existing assets and the PBGC guaranty, while other benefits may not, as described in the articles of the Plan.

Note 2 – Significant accounting policies

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

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

LAFARGE NORTH AMERICA INC. RETIREMENT PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009
(Continued)

Investments – Investments are stated at fair value. Investment transactions are recorded at the trade date. The Plan's net interest in the Master Trust is stated at the fair value of the underlying net assets of the Master Trust as estimated by the Trustees. The investments in the Master Trust, including securities, are stated at fair value based upon quotations of national security exchanges or, for unlisted securities, upon quotations obtained by the Trustees from brokerage firms. Where investments comprise shares in commingled equity investment funds, estimated fair values were obtained by the Trustees from the administrator of such investment funds. Investments in mutual funds are valued at quoted market prices, which represent the net asset values of shares held by the Master Trust at year-end. Under the Master Trust, investment transactions, income on investments, and realized and unrealized appreciation and depreciation have been prorated by the Trustees among the plans based on each plan's proportionate share of the market value of the Master Trust on a monthly basis.

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

Cash and cash equivalents held in the Master Trust may include short-term investments held by institutions that are not covered by the Federal Deposit Insurance Corporation.

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

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

Administrative expenses – Administrative expenses include plan-specific expenses as well as expenses incurred by the Master Trust. Expenses related specifically to the Master Trust are allocated to the plans based on the ending market value of assets held in each plan as a percentage of total assets in the Master Trust.

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

Accumulated plan benefits – Accumulated plan benefits (see Note 3) are those periodic payments, including lump sum distributions, which are attributable under the Plan's provisions to the services rendered by employees to the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries and (b) present employees or their beneficiaries.

Benefits for retired or terminated employees or their beneficiaries are based on employees' credited service and compensation during the highest 60 consecutive months out of the last 120 months of employment. The accumulated plan benefits for active employees are based on credited service and average compensation during the 120 months preceding the valuation date. Benefits payable under all circumstances (retirement, death, disability, and termination of employment) are included to the extent they are deemed attributable to employee service rendered to the valuation date.

LAFARGE NORTH AMERICA INC. RETIREMENT PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009
(Continued)

Fair value measurement – The Fair Value Measurements and Disclosures Topic of the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) provides a single authoritative definition of fair value and enhanced guidance for measuring the fair value of assets and liabilities. It requires additional disclosures regarding the extent to which the Plan measures assets and liabilities at fair value, the information used to measure fair value, and the effect of fair value measurements on earnings.

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

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

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

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

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

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

Common stock – These investments are valued at the closing price reported on the New York Stock Exchange Composite Listing or other active market on which these investments are traded. These securities are classified within level 1 of the valuation hierarchy.

Cash and cash equivalents – These investments are public investment vehicles valued using \$1 for the NAV, and are classified within level 1 of the valuation hierarchy.

Recent accounting pronouncements – In January 2010, the FASB issued guidance to improve disclosures regarding fair value measurements. The update requires entities to (i) disclose separately the amounts of significant transfers in and out of level 1 and level 2 fair value measurements and describe the reasons for the transfers and (ii) present separately (i.e., on a gross basis rather than as one net number), information about purchases, sales, issuances, and settlements in the roll forward of changes in level 3 fair value measurements. The update requires fair value disclosures by class of assets and liabilities rather than by major category or line item in the statements of net assets available for benefits. Disclosures regarding the valuation techniques and inputs used to measure fair value for both recurring and nonrecurring fair value measurements for assets and liabilities in both level 2 and level 3 are also required. For all portions of the update except the gross presentation of activity in level 3 roll forward, this standard is effective for interim and annual reporting periods beginning after December 15, 2009. For the gross presentation of activity in the level 3 roll forward, this guidance is effective for fiscal years beginning after December 15, 2010. In the period of initial adoption, this guidance does not require comparative presentation of new disclosure requirements for previous periods. As this guidance is only disclosure related, it

LAFARGE NORTH AMERICA INC. RETIREMENT PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009
(Continued)

did not have any changes to the carrying value of the investments on the statements of net assets available for benefits as of December 31, 2010 and 2009.

Note 3 – Actuarial present value of accumulated plan benefits

The actuarial information is based on reports prepared by the Plan's actuary, Towers Watson, as of January 1, 2010. The actuarial calculations are based on participants becoming fully vested after five years of continuous service. Employer contributions to the Plan are calculated in accordance with the Company's policy of funding an amount within the minimum required and the maximum allowable contributions as calculated each year in accordance with the ERISA regulations. The Company's contributions for 2010 and 2009 exceeded the minimum funding requirements of ERISA.

The actuarial present value of accumulated plan benefits was calculated using the present value of accrued benefits method as required by the Pension Protection Act of 2006 (PPA). As of January 1, 2010, significant assumptions underlying the actuarial computations include an effective interest rate of 6.69%, the use of the RP-2000 Employees and RP-2000 Healthy Annuitants mortality tables used for the calculation of the current liability, and the assumption that retirement takes place at various ages, ranging from 55 to 65 and over. The actuarial value of assets was determined using the average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, with certain adjustments made for contributions, benefits, administrative expenses and expected earnings, whereas the actuarial value of assets was determined using the market value of assets including contributions receivable in the prior year. Additionally, the funding interest rate changed from IRS prescribed one-month average yield-curve based on bond yields during the October preceding the valuation date to the IRS prescribed segment rates without 3-year transition based on bond yields through the August preceding the valuation date. In accordance with the Preservation of Access to Care for Medicare Beneficiaries and Pension Relief Act, the Company elected to extend the amortization of the funding shortfall base established January 1, 2009 from 7 to 15 years.

The actuarial present value of accumulated plan benefits as of January 1, 2010 is as follows:

Vested benefits	
Participants currently receiving payments	\$ 221,921,689
Other participants	<u>227,929,265</u>
Total vested benefits	449,850,954
Non-vested benefits	<u>12,155,518</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 462,006,472</u>

LAFARGE NORTH AMERICA INC. RETIREMENT PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009
(Continued)

The following is a summary of the changes in the actuarial present value of accumulated plan benefits for the year ended January 1, 2010:

Actuarial present value of accumulated plan benefits, beginning of year	<u>\$ 420,950,977</u>
Increase (decrease) during the year attributable to:	
Benefits accumulated	25,640,353
Increase for interest due to decrease in discount period	30,655,270
Benefits paid	(24,877,833)
Assumption changes	9,618,813
Plan amendments (Note 5)	<u>18,892</u>
Net increase	<u>41,055,495</u>
Actuarial present value of accumulated plan benefits, end of year	<u>\$ 462,006,472</u>

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

Note 4 – Income tax status

The Plan has received a determination letter from the Internal Revenue Service (IRS) dated January 14, 2009 stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan has been amended since receiving the determination letter. However, the plan administrator believes the Plan is currently designed and is being operated in compliance with the applicable requirements of the Code and has no income subject to unrelated business income tax. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan Management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. Plan Management has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to audit by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. Plan Management believes it is no longer subject to income tax examinations for years prior to 2007.

Note 5 – Changes in Plan provisions

Plan provisions have been updated to correspond with IRS guidelines in effect during 2010. These changes did not have a material impact on the Plan's financial statements.

LAFARGE NORTH AMERICA INC. RETIREMENT PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009
(Continued)

Note 6 – Investment in the Master Trust

All investment information disclosed in the accompanying financial statements, including investments held at December 31, 2010 and 2009 and net investment income in the Master Trust for the years then ended, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by the Trustees. The Trustees have also certified the Plan's proportionate share of such items to be complete and accurate.

Effective September 2009, all assets previously held in the Blue Circle Heritage Master Trust, totaling \$4,938,496, were transferred into the Master Trust. Assets in the Master Trust were transferred from State Street Bank and Trust Company to The Northern Trust Company at this time.

Each participating retirement plan has an undivided interest in the Master Trust. The assets of the Master Trust are held by the Trustees. At December 31, 2010 and 2009, the Plan's interest in the investments of the Master Trust was approximately 80.77% and 80.49%, respectively.

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

	<u>December 31,</u>	
	<u>2010</u>	<u>2009</u>
Investments at fair value, as determined by quoted market prices:		
Common stock	\$ -	\$ 68,194
Mutual funds	502,250,899	438,216,898
Cash and cash equivalents	<u>3,117,332</u>	<u>3,116,726</u>
	<u>\$ 505,368,231</u>	<u>\$ 441,401,818</u>

Investment income for the Master Trust was as follows:

	<u>Year ended December 31,</u>	
	<u>2010</u>	<u>2009</u>
Net appreciation in fair value of investments	\$ 48,069,320	\$ 80,897,451
Interest and dividends	<u>12,829,917</u>	<u>9,206,540</u>
	<u>\$ 60,899,237</u>	<u>\$ 90,103,991</u>

During the years ended December 31, 2010 and 2009, substantially all of the net appreciation in fair value of investments is attributable to mutual funds.

LAFARGE NORTH AMERICA INC. RETIREMENT PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009
(Continued)

The fair value of individual investments that represent 5% or more of the Master Trust's net assets are as follows:

	December 31,	
	2010	2009
SEI Instl Invts Tr Large Cap Disciplined Equity Fund	\$ 98,721,001	\$ 93,260,758
SIIT Long Duration Bond Fund CI A	162,456,970	*
SEI Instl Managed Tr S&P 500 Index Fund CI E	98,761,201	92,564,054
SEI Instl Invts Tr World Equity Ex US Fund SHS CI A	88,007,015	81,779,064
SEI Instl Invts Tr Small Cap Fund CI A	54,304,712	50,019,603
SEI Instl Invts Tr Core Fixed Income Fund CI A	*	90,138,230

* Investments < 5 % of Master Trust net assets at end of plan year

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

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

As of December 31, 2010				
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Assets:				
Common stock	\$ -	\$ -	\$ -	\$ -
Mutual funds:				
Large-cap	98,721,001	-	-	98,721,001
Small-cap	54,304,712	-	-	54,304,712
International	88,007,015	-	-	88,007,015
Index	98,761,201	-	-	98,761,201
Fixed income	162,456,970	-	-	162,456,970
Cash and cash equivalents	3,117,332	-	-	3,117,332
Total assets	<u>\$ 505,368,231</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 505,368,231</u>
As of December 31, 2009				
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Assets:				
Common stock	\$ 68,194	\$ -	\$ -	\$ 68,194
Mutual funds	438,216,898	-	-	438,216,898
Cash and cash equivalents	3,116,726	-	-	3,116,726
Total assets	<u>\$ 441,401,818</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 441,401,818</u>

LAFARGE NORTH AMERICA INC. RETIREMENT PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009
(Continued)

Note 7 – Party-in-interest transactions

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

Note 8 – Subsequent events

In 2011, the Company entered into a purchase agreement to sell the membership interests of Argos Cement LLC (the “Cement Company”) and Argos Ready Mix LLC (the “Ready Mix Company”). Accordingly, the Plan has been amended to vest the benefits of participants who will be continuing employees of the Cement Company and the Ready Mix Company as of the closing date of the purchase agreement. The closing date of the purchase agreement was October 3, 2011. The Company contributed \$825,000 to the Plan in October 2011, to reflect the increase in funding target resulting from the Plan amendment.

The Plan has evaluated events through October 13, 2011 in connection with the preparation of these financial statements, which is the date the financial statements were available to be issued.

		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	2	85	3	0	0	0	0	0	0	0
	Average Earnings		40,565								
25 to 29	Count	2	229	78	3	0	1	0	0	0	0
	Average Earnings		54,302	54,889							
30 to 34	Count	0	219	179	59	5	1	0	0	0	0
	Average Earnings		66,216	76,662	61,220						
35 to 39	Count	0	205	185	113	23	2	0	0	0	0
	Average Earnings		73,602	77,352	86,425	71,803					
40 to 44	Count	1	185	209	98	48	31	1	0	0	0
	Average Earnings		72,526	86,499	84,784	97,239	77,679				
45 to 49	Count	1	189	171	82	65	71	13	3	0	0
	Average Earnings		71,622	83,446	89,670	83,535	80,164				
50 to 54	Count	0	128	180	66	82	84	43	28	6	0
	Average Earnings		71,866	73,928	96,157	85,534	77,458	73,307	65,148		
55 to 59	Count	0	77	102	66	58	96	26	18	20	1
	Average Earnings		62,568	71,273	85,563	71,431	76,720	83,083		65,782	
60 to 64	Count	0	43	56	28	31	26	13	15	11	5
	Average Earnings		58,610	72,432	70,021	75,586	71,431				
65 to 69	Count	0	4	9	6	5	4	0	0	1	0
	Average Earnings										
70 & up	Count	0	0	2	2	1	1	0	1	0	1
	Average Earnings										
		Average Age: 44.5					Average Service: 9.9				

Lafarge North America Inc. Retirement Plan

EIN 58-1290226

PN 001

Attachment to 2010 Schedule SB Part V – Statement of Actuarial Assumptions/Methods

**Lafarge North America Inc. Retirement Plan
Actuarial Assumptions and Methods**

Economic Assumptions

Funding interest rate basis:

- | | |
|---|----------------|
| ▶ Applicable month | September 2009 |
| ▶ Yield curve basis | Segment rates |
| ▶ Transition from current liability rates | No |

Funding interest rate:

- | | |
|-----------------------|-------|
| ▶ First segment rate | 5.03% |
| ▶ Second segment rate | 6.73% |
| ▶ Third segment rate | 6.82% |

Methods

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 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.

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.

Lafarge North America Inc. Retirement Plan

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Attachment to 2010 Schedule SB Part V – Statement of Actuarial Assumptions/Methods

Benefits Not Valued

All benefits described in the Plan Provisions of this report were valued except (unless otherwise stated) 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.

Change in Assumptions & Methods

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

The assumption for administrative expenses included as part of the target normal cost was changed from the prior year.

The asset valuation method was changed from market value to the above described method.

In accordance with the Preservation of Access to Care for Medicare Beneficiaries and Pension Relief Act, Lafarge elected to extend the amortization of the funding shortfall base established January 1, 2009 from 7 to 15 years.

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 2010. 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. Retirement Plan

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Attachment to 2010 Schedule SB Part V – Statement of Actuarial Assumptions/Methods

Lafarge North America Inc. Retirement Plan
Assumptions — Contributions

Economic Assumptions

Effective Interest Rate 6.69%

Annual rates of increase:

- Salaries Salaries increase varies by service.

Salary Increase Rates

<i>Years of credited service</i>	<i>Percentage</i>
0-4	6.00%
5-9	4.50%
10-14	4.00%
15-24	3.50%
25+	3.00%

Target bonus varies by salary grade.

Target Bonus

<i>Salary grade</i>	<i>Percentage</i>
30	50.00%
26-29	40.00%
23-25	32.50%
20-22	25.00%
17-19	20.00%
15-16	15.00%
13-14	10.00%
10E*-12	7.50%
2-10N**	5.00%

* Exempt

** Non-exempt

- Future Social Security wage bases N/A

Lafarge North America Inc. Retirement Plan**EIN 58-1290226****PN 001****Attachment to 2010 Schedule SB Part V – Statement of Actuarial Assumptions/Methods****Demographic Assumptions**

Mortality	Separate rates for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, projected to 2025 using Scale AA) and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2017 using Scale AA)
Termination	Sample rates varying by age and service for salaried employees.

Age	Service			
	< 2	2 – 3	4	5+
20	0.2000	0.1500	0.1000	0.1500
25	0.2000	0.1500	0.1000	0.1410
30	0.2000	0.1500	0.1000	0.1320
35	0.2000	0.1500	0.1000	0.1205
40	0.2000	0.1500	0.1000	0.1090
45	0.2000	0.1500	0.1000	0.0995
50	0.2000	0.1500	0.1000	0.0900
55	0.2000	0.1500	0.1000	0.0180

Sample rates varying by age and service for hourly employees.

Age	Service					
	< 1	1	2	3	4	5+
20	0.3000	0.2500	0.2000	0.1750	0.1500	0.1500
25	0.3000	0.2500	0.2000	0.1750	0.1500	0.1410
30	0.3000	0.2500	0.2000	0.1750	0.1500	0.1320
35	0.3000	0.2500	0.2000	0.1750	0.1500	0.1205
40	0.3000	0.2500	0.2000	0.1750	0.1500	0.1090
45	0.3000	0.2500	0.2000	0.1750	0.1500	0.0995
50	0.3000	0.2500	0.2000	0.1750	0.1500	0.0900
55	0.3000	0.2500	0.2000	0.1750	0.1500	0.0180

Lafarge North America Inc. Retirement Plan

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Attachment to 2010 Schedule SB Part V – Statement of Actuarial Assumptions/Methods

Disability

Sample rates varying by age and sex for salaried employees: a 10% load is added to the rates shown.

<i>Age</i>	<i>Sex</i>	
	<i>Male</i>	<i>Female</i>
20	0.00029	0.00030
25	0.00038	0.00047
30	0.00048	0.00080
35	0.00069	0.00136
40	0.00117	0.00211
45	0.00202	0.00323
50	0.00358	0.00533
55	0.00722	0.00952
60	0.01256	0.01159

Sample rates varying by age and sex for hourly employees.

<i>Age</i>	<i>Sex</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. Retirement Plan

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Attachment to 2010 Schedule SB Part V – Statement of Actuarial Assumptions/Methods

Retirement

Rates varying by age and service for salaried employees.

<i>Age</i>	<i>Years of Service</i>					
	<i>< 21</i>	<i>21</i>	<i>22</i>	<i>23</i>	<i>24</i>	<i>25 +</i>
55	0.05	0.05	0.05	0.05	0.05	0.05
56-59	0.02	0.02	0.02	0.02	0.02	0.02
60	0.05	0.05	0.05	0.05	0.05	0.25
61	0.05	0.05	0.05	0.05	0.25	0.25
62	0.20	0.20	0.20	0.50	0.50	0.50
63	0.10	0.10	0.50	0.50	0.50	0.50
64	0.10	0.50	0.50	0.50	0.50	0.50
65+	1.00	1.00	1.00	1.00	1.00	1.00

Rates varying by age and service for hourly employees.

<i>Age</i>	<i>Years of Service</i>					
	<i>< 21</i>	<i>21</i>	<i>22</i>	<i>23</i>	<i>24</i>	<i>25 +</i>
60	0.10	0.10	0.10	0.10	0.10	0.25
61	0.05	0.05	0.05	0.05	0.25	0.25
62	0.15	0.15	0.15	0.50	0.50	0.50
63	0.05	0.05	0.50	0.50	0.50	0.50
64	0.05	0.50	0.50	0.50	0.50	0.50
65+	1.00	1.00	1.00	1.00	1.00	1.00

Benefit commencement date:

► Deferred vested benefit Unreduced retirement age

Form of payment Life annuity if single and 50% J&S annuity if married

Percent married 75% of males; 75% of females

Spouse age Wife three years younger than husband

Valuation pay Base pay for the prior year increased by salary scale plus estimated bonus (bonus is estimated based on pay grade bonus percentage multiplied by prior year base pay)

At-risk assumptions All participants eligible to elect benefits during the current and subsequent ten years are assumed to commence benefits at the earliest possible date under the plan, but not before the end of the current plan year. In addition, the participants are assumed to elect the form of payment which is most valuable

Unpredictable contingent event assumptions	Year	Percent of Eligible Participants Receiving Special Early Retirement Benefit
--	------	---

Lafarge North America Inc. Retirement Plan

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Attachment to 2010 Schedule SB Part V – Statement of Actuarial Assumptions/Methods

	2010	3.5%
	2011	2.0%
	2012	1.0%
	2013	0.0%
Administrative expense	\$3,118,000	

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

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

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

OMB No. 1210-0110

2010**This Form is Open to Public
Inspection**For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010▶ **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**B** Three-digit

plan number (PN) ▶

001Lafarge North America Inc. Retirement Plan**C** Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SFLafarge 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 1 Day 1 Year 2010**2** Assets:**a** Market value.....**b** Actuarial value.....**2a**358,449,585**2b**375,660,591**3** Funding target/participant count breakdown**a** For retired participants and beneficiaries receiving payment.....**b** For terminated vested participants.....**c** For active participants:

(1) Non-vested benefits.....

(2) Vested benefits.....

(3) Total active.....

d Total.....

(1) Number of participants

(2) Funding Target

3a3,561236,915,584**3b**3,64789,906,983**3c(1)**24,724,823**3c(2)**168,880,118**3c(3)**3,908193,604,941**3d**11,116520,427,508**4** If the plan is at-risk, check the box and complete items (a) and (b) ☒**a** Funding target disregarding prescribed at-risk assumptions.....**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.....**4a**518,462,947**4b**528,285,750**5** Effective interest rate.....**5**6.69 %**6** Target normal cost.....**6**20,908,268**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**Sheri X. DeCristofaro, FSA, EA10/07/2011

Signature of actuary

Date

Sheri X. DeCristofaro, FSA EA11-06629

Type or print name of actuary

Most recent enrollment number

TOWERS WATSON PENNSYLVANIA INC(215) 246-6000CENTRE SQUARE EAST, 1500 MARKET ST

Telephone number (including area code)

PHILADELPHIAPA 19102-4790

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) 2010
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)	36,825,180	0
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	30,350,416	0
9 Amount remaining (Item 7 minus item 8)	6,474,764	0
10 Interest on item 9 using prior year's actual return of <u>28.00</u> %	1,812,934	
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		2,928,160
b Interest on (a) using prior year's effective rate of <u>8.03</u> %		819,885
c Total available at beginning of current plan year to add to prefunding balance		3,748,045
d Portion of (c) to be added to prefunding balance		0
12 Reduction in balances due to elections or deemed elections	8,287,698	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	72.45 %
15 Adjusted funding target attainment percentage	15	72.45 %
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	74.65 %
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
04/15/2010	9,510,000		12/30/2010	125,000	
04/26/2010	1,557,499		01/14/2011	9,510,000	
06/07/2010	120,784				
07/15/2010	9,510,000				
08/18/2010	79,252				
10/15/2010	9,510,000				
Totals ▶			18(b)	39,922,535	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 117,203
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 38,173,381

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	
5.03 %	6.73 %	6.82 %		
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 61
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	20,908,268
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment		123,949,817	12,945,819
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	33,854,087
35 Balances used to offset funding requirement		Carryover balance	Prefunding balance
		0	0
36 Additional cash requirement (item 34 minus item 35)		36	33,854,087
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (item 19c)		37	38,173,381
38 Interest-adjusted excess contributions for current year (see instructions)		38	4,319,294
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

Schedule SB, Line 9 and Line 11a
Explanation of Credit Balance Discrepancy
as of January 1, 2010

Funding relief was elected for the 2009 plan year and not reflected on the prior Schedule SB(s) and the 2009 Minimum Required Contribution decreased by \$7,637,411. Consequently, the amount shown on line 11a of the current year Schedule SB does not match the item 38 from the prior year. Details are as follows:

Original total funding requirement (prior year item 34)	37,987,827
Revised total funding requirement reflecting funding relief	30,350,416
Difference	7,637,411
Original excess contributions (prior year item 38)	1,765,513
Revised excess contributions (current year item 11a)	2,928,160
Difference	1,162,647

Plan Name: Lafarge North America Inc. Retirement Plan (LNARP)
EIN / PN: 58-1290226 / 001
Plan Sponsor: Lafarge North America Inc.
Valuation Date: January 1, 2010

Schedule SB, Line 4
Additional Information for Plans in At-risk Status
Description of At-risk Assumption for Assumed Form of Payment

All participants eligible to elect benefits during the current and subsequent ten years are assumed to commence benefits at the earliest possible date under the plan, but not before the end of the current plan year. In addition, the participants are assumed to elect the form of payment which is most valuable.

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Lafarge North America Inc. Retirement Plan
EIN 58-1290226
PN 001
Attachment to 2010 Schedule SB Part V – Summary of Plan Provisions

Lafarge North America Inc. Retirement Plan Plan Provisions

Effective Date	May 1, 1959
Sponsoring Employee	Lafarge North America Inc.
Covered Employees	<ul style="list-style-type: none">▶ All salaried employees of Lafarge North America Inc. at the following locations:<ul style="list-style-type: none">— The Corporate offices— U.S. Cement Region— Western Cement Region— Prior to May 13, 2002, the Pavers and Walls Division — Wixom of Lafarge North America Inc.— Aggregates, Concrete & Asphalt East and West— The Lafarge Gypsum Division▶ Mineral Solutions Inc. — All salaried and nonbargained, hourly employees▶ Friday Harbor Sand & Gravel Co. — All salaried employees▶ Prior to October 1, 1998, Anchor Water Company — All salaried employees▶ Lafarge Canada Inc. — Those salaried employees who:<ul style="list-style-type: none">— Transfer (or were transferred prior to July 1, 1994) to employment with Lafarge Canada Inc. directly from Lafarge North America Inc., and— Are (or were, with respect to transfers prior to July 1, 1994) employees of Lafarge North America Inc. at the time of such transfer▶ Prior to August 13, 2003, Lafarge Florida Inc. — All salaried employees▶ Prior to July 1, 2003, Tews Company — All salaried employees▶ Redland Quarries NY Inc. — All salaried and nonbargained, hourly employees▶ Redland Genstar, Inc. — All salaried and nonbargained, hourly employees at the following locations: Branchville, Chase, Churchville, Frederick, Jessup, Landover, Marriotsville, Medford, Rockville, Rosedale, Texas, Towson, and Joppa (hired before August 1, 2008), Maryland Plant

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- ▶ Lafarge West, Inc. — All salaried and nonbargained, hourly employees
- ▶ Lafarge Southwest, Inc. — All salaried and nonbargained, hourly employees
- ▶ Lafarge Dakota Inc. — All salaried employees
- ▶ Cement Transport, Ltd. — All salaried employees
- ▶ Lafarge Midwest, Inc. — All salaried employees
- ▶ Presque Isle Corporation — All salaried employees
- ▶ Whitestone Supply Company — All salaried employees
- ▶ EO Stone Acquisition, Ltd — All salaried employees
- ▶ Whitestone Supply Company of Lordstown— All salaried employees
- ▶ Systech Environmental Corporation — All salaried and nonbargained, hourly employees
- ▶ Tampa — all employees eligible to participate in the Lafarge North America Inc. Pension Plan for Hourly Compensated Employees (Tampa) as of December 31, 2006
- ▶ Non-Bargaining Unit Sites — All employees eligible to participate in the Lafarge North America Inc. Pension Plan for Hourly Compensated Employees (Non-Bargaining Unit Sites) as of December 31, 2006.
- ▶ Blue Circle Heritage — All employees eligible to participate in the Lafarge North America Inc. Retirement Plan for Blue Circle Heritage Employees as of December 31, 2008.

Covered employees exclude certain nonresident aliens, leased employees and members of a collective bargaining unit whose benefits are subject to good faith bargaining not covered under this plan.

Employees hired on or after January 1, 2009 do not participate in this plan.

Participation Date

First day of the month following attainment of:

- ▶ Age 21
- ▶ 1,000 hours of service in the 12 month period following date of hire

Participation Date as determined in the Lafarge North America Inc. Pension Plan for Hourly Compensation Employees (Tampa) and (Non-Bargaining Unit Sites) Plans and the Retirement Plan for Blue Circle Heritage Employees.

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Definitions

Vesting service One year for each 1,000-hour calendar year of employment by Lafarge North America Inc. following attainment of age 18

Credited service Credited service as defined as follows:

- ▶ Years and rounded months of service following attainment of age 21.

Each participant who was both an active employee of Blue Circle North America Inc. ("BCNA") and a participant in the Blue Circle Inc. Pension Plan is entitled to service credit for periods of employment with BCNA prior to January 1, 2002 which are taken into account in determining the participant's credited service and eligibility service under the Blue Circle Inc. Pension Plan. A participant is not entitled to this service credit if he elects to receive a lump-sum distribution of his benefit under the Blue Circle Inc. Pension Plan.

For purposes of determining the minimum accrued benefit as of December 31, 2001, Credited Service is defined as:

- ▶ Years and months of service before January 1, 1976 as a salaried employee (or an hourly employee transferring to salaried status) after age 30
- ▶ Years and months of service on or after January 1, 1976 and before January 1, 1985 and after age 25
- ▶ Years and months of service on or after January 1, 1985 and after age 21.

Credited service for Joppa participants was frozen as of August 1, 2008.

Earnings Compensation paid during a month to a covered employee, including overtime, commissions, annual performance bonuses and salary reductions for contributions under IRC Section 125 and 401(k) and excluding all other compensation. Compensation for a one-year period may not exceed \$200,000 (as adjusted for cost of living increases).

Final average earnings The average of earnings for the 60 consecutive months out of the participant's last 120 months for which earnings is highest.

Final average earnings for Joppa participants was frozen as of August 1, 2008.

Primary Social Security benefit The projected amount of the participant's primary Social Security benefit according to the law in effect at the date of termination of employment assuming continued employment with the plan sponsor to age 62.

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

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Monthly pension benefit

- (i) A participant who reaches normal retirement is entitled to a benefit which is the greatest of:

- ▶ 1.33% of final average earnings for each year of credited service
- ▶ The amount the Employee would have received under the largest pension factor then in effect for retirements under Article 1 Section 1 of the Lafarge North America Inc. Pension Plan for Hourly Compensated Employees (Multi-Plant) or under the Fredonia or Paulding Supplement to the Lafarge North America Inc. Hourly Pension Plan (Cement-Boilermakers) counting all years of continuous service.

Minimum accrued benefit as of December 31, 2001:

The benefit defined above cannot be less than the life annuity actuarial equivalent of the December 31, 2001 accrued benefit calculated under the prior benefit formula.

In general the benefit formula prior to January 1, 2002 is:
1½% of final average earnings for each year of credited service (35 year maximum) less 1½% of the primary social security benefit for each year of credited service (33 1/3 year maximum)

- (ii) For participants of the Lafarge North America Inc. Pension Plan for Hourly Compensation Employees (Non-Bargaining Unit Sites) as of December 31, 2006, the monthly benefit is the sum of (a) \$15.50 multiplied by credited service to December 31, 2006 plus (b) the formula in (i) above but reflecting only post-2000 earnings and post-2000 credited service.
- (iii) For participants of the Lafarge North America Inc. Retirement Plan for Blue Circle Heritage Employees, the benefit payable under this plan is reduced by the benefit payable under any offsetting plan. Offsetting plans are other defined benefit pension plans or retirement plans, including the Blue Circle Inc. Pension Plan, under which a benefit is determined, based on service with respect to which the participant is also entitled to credited service under this plan.

Participants who elect to receive benefits from the Blue Circle Inc. Pension Plan in the form of a lump sum will not be entitled to receive credited service under this plan for periods of employment with Blue Circle prior to January 1, 2002.

Monthly preretirement death benefit

50% of the monthly vested 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.

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Attachment to 2010 Schedule SB Part V – Summary of Plan Provisions

Eligibility for Benefits

Normal retirement	Retirement on NRD
Early retirement	First day of month coinciding with or following his 55th birthday. For participants who begin service on or after January 1, 2002, the completion of at least 5 years of vesting service is also required.
Postponed retirement	Retirement after NRD
Vested termination	Termination for reasons other than death or retirement after completing 5 years of vesting service.
Disability	<ul style="list-style-type: none">▶ Covered by Employer's LTD Plan: A participant who is unable to obtain gainful employment by reason of physical or mental disability, and if such disability continues for at least six months and the participant is eligible for company long-term disability benefits, will be eligible for plan disability benefits.▶ Not covered by Employer's LTD Plan: A participant who incurs a disability that entitles him to Social Security disability benefits will be eligible for plan disability benefits commencing after any short-term disability benefits and/or workers compensation benefits have expired.
Preretirement death benefit	Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse.
Special early retirement	In connection with the disposition or closing of a facility or the restructuring of operations, employees meeting the following criteria: <ul style="list-style-type: none">▶ Age 50 with 5 years of credited service, and▶ Age plus credited service is at least 65, and▶ If hired on or after January 1, 2002, 5 years of active participation

Benefits Paid Upon the Following Events

Normal retirement	Monthly pension benefit determined as of NRD
Early retirement	Monthly pension benefit reduced by the early retirement factors in the table below (further extrapolated by months). Benefits are unreduced for participants who satisfy the Rule of 85 (attainment of age 60 and age plus credited service total 85 or more). For participants who attained age 45 or greater as of January 1, 1998, and were participants in the prior plan, benefits are unreduced if 30 or more years of credited service are completed.

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Early Retirement Reduction Factors

<u>Age at Which Benefit Commences</u>	<u>Early Retirement Factor</u>
64	1.00
63	1.00
62	.94
61	.88
60	.82
59	.76
58	.70
57	.64
56	.58
55	.52

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.
Disablement	<p>For covered employees:</p> <ul style="list-style-type: none"> ▶ Covered by LTD Plan: Monthly pension benefit based on credited service the participant would have earned had he worked until normal retirement age and earnings rate received immediately prior to disablement. Benefits may be paid before normal retirement subject to early retirement reductions. ▶ Not Covered by LTD Plan: Monthly pension benefit based on credited service the participant would have earned had he continued employment during the period eligible to receive Social Security disability benefits and earning rate received immediately prior to disablement. The participant may elect immediate unreduced benefits payable as a life annuity.
Preretirement death	Monthly preretirement death benefits on behalf of both active and terminated vested employees are reduced as described above.

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Attachment to 2010 Schedule SB Part V – Summary of Plan Provisions

Special early retirement

Immediate commencement of unreduced monthly pension benefit equal to the accrued normal retirement benefit and a pre-62 Social Security supplement equal to the estimated Primary Social Security Benefit as in effect at early retirement date, that would have been payable at age 62 taking into account compensation before that date.

Generally available to all participants age 50 with 65 points (age + service), in connection with the disposition or closing of a facility or the restructuring of operations.

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Attachment to 2010 Schedule SB Part V – Summary of Plan Provisions

Other Plan Provisions

Forms of payment

Monthly pension benefits are paid as described above as a life annuity, if the participant has no spouse as of the date payments begin, or if the participant so elects. Otherwise, benefits are paid in the form of an actuarial equivalent 50% joint and survivor annuity option or, if the participant elects and the spouse consents, another actuarially equivalent optional form offered by the plan. Optional forms are:

- ▶ 75% Joint and Survivor Annuity
- ▶ 100% Joint and Survivor Annuity
- ▶ Five year certain and life annuity
- ▶ Ten year certain and life annuity
- ▶ Fifteen year certain and life annuity
- ▶ Lump sum if the present value of the total benefit does not exceed \$7,500.

Actuarial equivalence for optional form conversion other than lump sum form of payment:

- ▶ Participant mortality: UP 1994 blended 80% males; 20% females
- ▶ Beneficiary mortality: UP 1994 blended 20% males; 80% females
- ▶ Interest rate: 6.00%

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.

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 adopted before the valuation date.

Changes in Plan Provisions Since Prior Year

None.

Schedule SB, line 32 - Schedule of Amortization Bases

PN: 001

[illegible]

PN: 001

[illegible]

Lafarge North America Inc. Retirement Plan
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Attachment to 2010 Schedule SB, Line 25 – Change in Method

Aspect of the Valuation	Old	New
Valuation Interest Rate	IRS prescribed one-month average yield-curve based on bond yields during the October preceding the valuation date	IRS prescribed segment rates without 3-year transition based on bond yields through the August preceding the valuation date
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

In accordance with the Preservation of Access to Care for Medicare Beneficiaries and Pension Relief Act, Lafarge elected to extend the amortization of the funding shortfall base established January 1, 2009 from 7 to 15 years.

In accordance with 1.430(d)-1(g)(3)(ii)(A), automatic approval has been granted for the first plan year for which all the provisions of 1.430(d)-1, 1.430(f)-1, 1.430(g)-1, 1.430(i)-1, and 1.436-1 are reflected of any changes to funding methods permitted by the Pension Protection Act. 2010 is the first plan year for which all of these provisions were reflected, and thus all funding method changes are automatically approved.

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Attachment to 2010 Schedule SB, Line 24 – Change in Non-Prescribed Actuarial Assumptions

The non-prescribed actuarial assumptions were reviewed and modified to reflect best estimates of future plan experience. As a result, the following changes were made:

Type of Assumption	Old Assumption	New Assumption
Valuation Mortality Table	Separate RP-2000 tables for annuitants and non-annuitants for 2009	Separate RP-2000 tables for annuitants and non-annuitants for 2010

The assumption for administrative expenses included as part of the target normal cost was changed from the prior year.

In 2010, the following UCEB assumption was adopted:

Unpredictable contingent event assumptions	Percent of Eligible Participants Receiving Special Early Retirement Benefit	
	Year	
	2010	3.5%
	2011	2.0%
	2012	1.0%
	2013	0.0%

Lafarge North America Inc. Retirement Plan (LNARP)**EIN 58-1290226****PN 001****Attachment to 2010 Form 5500, Schedule SB, Line 22: Weighted Average Retirement Age**

Each Employee is assumed to retire in accordance with the table of retirement rates. The weighted average retirement age is derived by applying these rates to an employee with the characteristics at plan entry of an average current plan participant. The average participant entered the plan at age 35. The average participant age is 45 and the average participant service is 10. The number of employees expected to retire at each potential age is shown below. The weighted average retirement age is 61. The weighted average retirement age is computed as follows:

Salaried:

(A) <u>Age</u>	(B) Probability of Attaining <u>Age</u>	(C) Retirement <u>Rate</u>	(D) Percentage Retiring at Each Age	(A) * (D)
55	1.000	0.050	0.050	2.750
56	0.950	0.020	0.019	1.064
57	0.931	0.020	0.019	1.061
58	0.912	0.020	0.018	1.058
59	0.894	0.020	0.018	1.055
60	0.876	0.250	0.219	13.144
61	0.657	0.250	0.164	10.022
62	0.493	0.500	0.246	15.280
63	0.246	0.500	0.123	7.763
64	0.123	0.500	0.062	3.943
65	0.062	1.000	0.062	4.005
Weighted Average Retirement Age (Salaried)				61.145

Hourly:

(A) <u>Age</u>	(B) Probability of Attaining <u>Age</u>	(C) Retirement <u>Rate</u>	(D) Percentage Retiring at Each Age	(A) * (D)
60	1.000	0.250	0.250	15.000
61	0.750	0.250	0.188	11.438
62	0.563	0.500	0.281	17.438
63	0.281	0.500	0.141	8.859
64	0.141	0.500	0.070	4.500
65	0.070	1.000	0.070	4.570
Weighted Average Retirement Age (Hourly)				61.805
Weighted Average Retirement Age for LNARP				61.312