Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] 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. . . . . ▶ [X]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
PENSION PLAN FOR BLUE CIRCLE HERITAGE HOURLY COMPENSATED EMPLOYEES (CEMENT)

1b Three-digit plan number (PN) ▶ 038

1c Effective date of plan 01/01/2002

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
LAFARGE NORTH AMERICA, INC.

12018 SUNRISE VALLEY DRIVE
RESTON, VA 20191

2b Employer Identification Number (EIN)
58-1290226

2c Sponsor's telephone number
703-480-3600

2d Business code (see instructions)
327300

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	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

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

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	221
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**	131
b	Retired or separated participants receiving benefits	**6b**	15
c	Other retired or separated participants entitled to future benefits	**6c**	71
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	217
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	4
f	Total. Add lines **6d** and **6e**	**6f**	221
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**	1
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
1B 1G

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	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)	X	Trust
(4)		General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	X	**R** (Retirement Plan Information)
(2)		**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	X	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	X		**H** (Financial Information)
(2)			**I** (Financial Information – Small Plan)
(3)		0	**A** (Insurance Information)
(4)			**C** (Service Provider Information)
(5)	X		**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

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
PENSION PLAN FOR BLUE CIRCLE HERITAGE HOURLY COMPENSATED EMPLOYEES (CEMENT)

B Three-digit plan number (PN) ▶ 038

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
LAFARGE NORTH AMERICA, INC.

D Employer Identification Number (EIN)
58-1290226

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1	Enter the valuation date: Month 01 Day 01 Year 2010			
2	Assets:			
a	Market value	**2a**		2248089
b	Actuarial value	**2b**		2299186
3	Funding target/participant count breakdown		**(1)** Number of participants	**(2)** Funding Target
a	For retired participants and beneficiaries receiving payment	**3a**	17	510050
b	For terminated vested participants	**3b**	74	451560
c	For active participants:			
	(1) Non-vested benefits	**3c(1)**		255117
	(2) Vested benefits	**3c(2)**		1088514
	(3) Total active	**3c(3)**	130	1343631
d	Total	**3d**	221	2305241
4	If the plan is at-risk, check the box and complete items (a) and (b) [ ]			
a	Funding target disregarding prescribed at-risk assumptions	**4a**		
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	**4b**		
5	Effective interest rate	**5**		6.71 %
6	Target normal cost	**6**		230836

Statement by Enrolled Actuary

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

SIGN HERE

	10/07/2011
Signature of actuary	Date
DAVID WEBBER, FSA	11-06137
Type or print name of actuary	Most recent enrollment number
TOWERS WATSON PENNSYLVANIA INC	703-258-8000
Firm name	Telephone number (including area code)
901 NORTH GLEBE ROAD ARLINGTON, VA 22203	
Address of the firm	

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

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)	0	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9	Amount remaining (Item 7 minus item 8)	0	0
10	Interest on item 9 using prior year's actual return of 28.16 %		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Excess contributions (Item 38 from prior year)		304413
	b Interest on (a) using prior year's effective rate of 7.96 %		24231
	c Total available at beginning of current plan year to add to prefunding balance		328644
	d Portion of (c) to be added to prefunding balance		0
12	Reduction in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12)	0	0

Part III Funding percentages

14	Funding target attainment percentage	14	99.73 %
15	Adjusted funding target attainment percentage	15	99.73 %
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	91.10 %
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	100000	0			
07/15/2010	90000	0			
10/15/2010	80000	0			
09/15/2011	120000	0			
			Totals ► 18(b)	390000	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contribution from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	368543

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] 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:	
5.03 %	6.73 %	6.82 %	☐ N/A, full yield curve used

b Applicable month (enter code) **21b** 4

22 Weighted average retirement age **22** 63

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** 230836

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	47517	9024
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** 239860

	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	0	0	0

36 Additional cash requirement (item 34 minus item 35) **36** 239860

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c) **37** 368543

38 Interest-adjusted excess contributions for current year (see instructions) **38** 128683

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 D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
PENSION PLAN FOR BLUE CIRCLE HERITAGE HOURLY COMPENSATED EMPLOYEES (CEMENT)

B Three-digit plan number (PN) ▶ 038

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
LAFARGE NORTH AMERICA, INC.

D Employer Identification Number (EIN)
58-1290226

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

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: LAFARGE NORTH AMER MASTER TRUST

b Name of sponsor of entity listed in (a): LAFARGE NORTH AMERICA INC.

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)
22-3481535-001	M	2665654

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

(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

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b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
PENSION PLAN FOR BLUE CIRCLE HERITAGE HOURLY COMPENSATED EMPLOYEES (CEMENT)

B Three-digit plan number (PN) ▶ 038

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

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)	415000	120000
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	129706	0
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)	1675151	2665654
(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)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(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	2219857	2785654
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h	38963	34034
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	38963	34034
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	2180894	2751620

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)	390000	
(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)		390000
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)		281005
(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		671005
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	48725	
(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)		48725
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)	101003	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		101003
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		149728
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		521277
l Transfers of assets:			
(1) To this plan	2l(1)		49449
(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.)	4a		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.)	4b		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.)	4c		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.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	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?	4f		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?	4g		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?	4h		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.)	4i		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.)	4j		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?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
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.	4n			

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

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
PENSION PLAN FOR BLUE CIRCLE HERITAGE HOURLY COMPENSATED EMPLOYEES (CEMENT)

B Three-digit plan number (PN) ▶ 038

C Plan sponsor's name as shown on line 2a of Form 5500
LAFARGE NORTH AMERICA, INC.

D Employer Identification Number (EIN)
58-1290226

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

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 **3** 1

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☒ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

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

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. ..... ☒ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete items (a) through (c)

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

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

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

LAFARGE NORTH AMERICA INC. PENSION PLAN FOR BLUE CIRCLE HERITAGE HOURLY COMPENSATED EMPLOYEES (CEMENT)

REPORT AND FINANCIAL STATEMENTS

DECEMBER 31, 2010 AND 2009

LAFARGE NORTH AMERICA INC. PENSION PLAN FOR BLUE CIRCLE HERITAGE HOURLY COMPENSATED EMPLOYEES (CEMENT)

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. Pension Plan for Blue Circle Heritage Hourly Compensated Employees (Cement's) only investment is in the Lafarge North America Inc. Master Trust.

CHERRY BEKAERT& HOLLAND
CERTIFIED PUBLIC ACCOUNTANTS & CONSULTANTS

INDEPENDENT AUDITORS' REPORT

To the Pension Committee
Lafarge North America Inc. Pension Plan for Blue Circle
Heritage Hourly Compensated Employees (Cement)

We were engaged to audit the financial statements of Lafarge North America Inc. Pension Plan for Blue Circle Heritage Hourly Compensated Employees (Cement) (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. PENSION PLAN FOR BLUE CIRCLE HERITAGE HOURLY COMPENSATED EMPLOYEES (CEMENT)
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2010	December 31, 2009
ASSETS		
Investments in the Master Trust, at fair value	$ 2,665,654	$ 1,675,151
Employer contributions receivable	120,000	415,000
Assets to be transferred in (see Note 1)	-	129,706
Total assets	2,785,654	2,219,857
LIABILITIES		
Administrative expenses payable	34,034	38,963
Net assets available for benefits	$ 2,751,620	$ 2,180,894

(See accompanying notes to the financial statements)

LAFARGE NORTH AMERICA INC. PENSION PLAN FOR BLUE CIRCLE HERITAGE HOURLY COMPENSATED EMPLOYEES (CEMENT)
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year ended December 31,	
	2010	**2009**
ADDITIONS		
Net investment income in the Master Trust	$ 281,005	$ 526,442
Employer contributions	390,000	670,000
Transfers into the Plan	49,449	-
Total additions	720,454	1,196,442
DEDUCTIONS		
Benefits paid	48,725	171,785
Administrative expenses	101,003	87,840
Transfers from the Plan, net	-	870,294
Total deductions	149,728	1,129,919
Net increase	570,726	66,523
Net assets available for benefits at beginning of year	2,180,894	2,114,371
Net assets available for benefits at end of year	$ 2,751,620	$ 2,180,894

(See accompanying notes to the financial statements)

LAFARGE NORTH AMERICA INC. PENSION PLAN FOR BLUE CIRCLE HERITAGE HOURLY COMPENSATED EMPLOYEES (CEMENT)
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009

Note 1 – Description of plan

The following description of the Lafarge North America Inc. Pension Plan for Blue Circle Heritage Hourly Compensated Employees (Cement) (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

The Plan, effective as of January 1, 2002, is sponsored by Lafarge North America, Inc. (the Company). The Plan was amended and restated effective January 1, 2008, for the purpose of incorporating prior amendments and making certain other changes. The Plan provides for normal retirement at age 65, with early retirement after age 55 and 5 years of credited service or 30 years of credited service regardless of age. The Plan also provides for benefits to participants with at least 10 years of credited service who meet certain disability requirements. Additionally, under certain circumstances, participants may be eligible to receive benefits in the event of a layoff or permanent shutdown of a plant. If a participant eligible for early or normal retirement dies before electing to retire, his or her surviving spouse may be eligible to receive benefits. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended, and designed to be qualified under Section 401(a) of the Internal Revenue Code of 1986, as amended. The Company is an indirect subsidiary of Lafarge S.A.

The Plan is a noncontributory defined benefit plan that is substantially comparable to the Blue Circle Inc. Pension Plan for Cement Union Hourly Employees (the Blue Circle Plan) for the benefit of those hourly employees of the Company who are members of the United Cement, Lime, Gypsum, and Allied Workers International Union (AFL-CIO) and who perform services at the following locations owned by Lafarge Building Materials Inc. (formerly Blue Circle Inc.) and managed by the Company:

- Tulsa, Oklahoma – Local Union #D-421
- Atlanta, Georgia – Local Union #502
- Roberta, Alabama – Local Union #3-0537

Employees were eligible for participation in the Plan as of the date of the Plan's adoption or the date of their employment, if later.

The Company's present intention is to make contributions in amounts necessary to annually fund the Plan's current service cost and the initial prior service cost plus interest over a period of 30 years from January 1, 2002, based upon estimates as determined by an actuarial valuation.

Participants obtain 100% vesting upon completion of five years of service. Participants' periods of employment with Blue Circle North America Inc. prior to January 1, 2002 that count for participant vesting under the Blue Circle Plan are included for determining vesting under the Plan.

As of January 1, 2009, the assets of the Plan and certain other pension plans of the Company were held in the Lafarge North America Inc. Master Trust for Blue Circle Heritage Plans (BCH Master Trust). Assets in the BCH Master Trust were held by State Street Bank and Trust Company, the Trustee. Effective September 2009, the BCH Master Trust merged into the Lafarge North America Inc. Master Trust (LNA Master Trust). Concurrently, the assets of the LNA Master Trust were transferred to The Northern Trust Company. The BCH Master Trust and LNA Master Trust are collectively referred to as the Master Trust or Master Trusts. State Street Bank and Trust Company and The Northern Trust Company (the Trustees) pay amounts to specified Plan beneficiaries, upon the order of the Company. SEI Investments Company (SEI) currently acts as an investment manager and has the authority to invest and reinvest assets in the Master Trust.

Effective December 31, 2009, participants of the Plan represented by the International Brotherhood of Boilermakers, Iron Ship Builders, Blacksmiths, Forgers and Helpers, AFL-CIO, Local Lodge No. D-421 at the Tulsa, Oklahoma plant and employed by the Company as of December 31, 2009 merged into Lafarge North America Inc. Pension Plan for Hourly Compensated Employees (Davenport) (the Davenport Plan). Amounts transferred into (from) the Davenport Plan during the years ended December 31, 2010 and 2009 and to be transferred in from the Davenport Plan as of December 31, 2009 for such plan merger are reported in transfers into the plan and transfers from the plan, net and assets to be transferred in on the accompanying statements of changes in net assets available for benefits and of net assets available for benefits, respectively. Amounts transferred into (from) the Davenport Plan reflect estimated values of the groups merged into the Davenport Plan.

Benefit payments are based upon the negotiated amounts as bargained between the Company and the cement hourly employees' unions and the number of years of credited service determined in accordance with the Plan guidelines. Benefits payable under the Plan are reduced by the benefits payable by any offsetting plan. Offsetting plans are other defined benefit pension plans or retirement plans, including the Blue Circle Plan. Participants may receive benefits in monthly installments. Participants from the Atlanta and Roberta operations may also choose a lump sum payment.

In compliance with the Tax Reform Act of 1986, participants of the Plan become fully vested after five years of credited 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 basis 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. Estimates of transfers due to plan mergers are based on demographic data and net assets available for benefit. Actual results could differ from those estimates.

Investments – Investments are stated at fair value. Investment transactions are recorded at the trade date. The Plan's net interest in the 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 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 participants or their beneficiaries are based on (a) rates negotiated between the Company and the union representing the cement hourly employees and (b) the employee's number of years of credited service as of the valuation date. The accumulated plan benefits for active participants are based on their total years of credited service up to 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 participant service rendered to the valuation date.

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

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. The actuarial calculations are also based on the participants covered under the Plan as of January 1, 2010, including the impact of the plan merger disclosed in Note 1. 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 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 6.71%, 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 45 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. 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.

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

Vested benefits	
Participants currently receiving payments	$ 468,057
Other participants	1,335,184
Total vested benefits	1,803,241
Non-vested benefits	184,279
Total actuarial present value of accumulated plan benefits	$ 1,987,520

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	$ 2,514,170
Increase (decrease) during the year attributable to:	
Benefits accumulated	(644,665)
Increase for interest due to decrease in discount period	182,435
Benefits paid	(166,420)
Assumption changes	43,748
Plan amendment (Note 1)	58,252
Net decrease	(526,650)
Actuarial present value of accumulated plan benefits, end of year	$ 1,987,520

The decrease in the actuarial present value of accumulated plan benefits during the year ended January 1, 2010 is attributable to benefits accumulated and includes the impact of the plan merger disclosed in Note 1.

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 and negotiated collective bargaining agreements for certain covered groups. These changes did not have a material impact on the Plan's financial statements.

Note 6 – Investment in the Master Trust

All investment information relating to the LNA Master Trust and BCH Master Trust disclosed in the accompanying financial statements, including investments held at December 31, 2010 and 2009 and net investment income 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 BCH Master Trust, totaling $4,938,496, were transferred into the LNA Master Trust. Concurrently, all assets in the Master Trusts were transferred from State Street Bank and Trust Company to The Northern Trust Company.

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 LNA Master Trust was approximately .53% and .40%, respectively.

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

	December 31,	
	2010	2009
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	3,117,332	3,116,726
	$ 505,368,231	$ 441,401,818

Investment income for the LNA Master Trust for the year ended December 31, 2010 and the period from September 1, 2009 to December 31, 2009 was as follows:

	2010	2009
Net appreciation in fair value of investments	$ 48,069,320	$ 32,310,685
Interest and dividends	12,829,917	3,260,276
	$ 60,899,237	$ 35,570,961

Investment income for the BCH Master Trust for the period from January 1, 2009 to September 1, 2009 was as follows:

Net appreciation in fair value of investments	$ 9,412,181
Interest and dividends	93,368
	$ 9,505,549

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.

The fair value of individual investments that represent 5% or more of the LNA 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 Cl A	162,456,970	*
SEI Instl Managed Tr S&P 500 Index Fund Cl E	98,761,201	92,564,054
SEI Instl Invts Tr World Equity Ex US Fund SHS Cl A	88,007,015	81,779,064
SEI Instl Invts Tr Small Cap Fund Cl A	54,304,712	50,019,603
SEI Instl Invts Tr Core Fixed Income Fund Cl A	*	90,138,230

* Investments < 5 % of LNA 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 LNA 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	$ 505,368,231	$ -	$ -	$ 505,368,231

	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	$ 441,401,818	$ -	$ -	$ 441,401,818

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"). The Cement Company will assume all obligations of the Company that are associated with the collective bargaining agreement between Lafarge Building Materials, Inc. and the United Steel Workers, International Union, Local #9-537 (the "Union"), covering employees of the Company working at the Roberta,

Alabama Plant. Accordingly, the Plan has been amended to vest the benefits of participants represented by the Union who will be continuing employees of the Cement Company as of the closing date of the purchase agreement. The closing date of the purchase agreement was October 3, 2011. No additional contribution to the Plan was deemed necessary as a result of 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.

Lafarge North America Inc. Retirement Plan
EIN 58-1290226
PN 038
ATTACHMENT TO THE 2010 SCHEDULE SB, LINE 26 - SCHEDULE OF ACTIVE PARTICIPANT DATA

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	0	6	0	0	0	0	0	0	0	0
25 to 29	Count	0	17	1	0	0	0	0	0	0	0
30 to 34	Count	0	17	8	0	0	0	0	0	0	0
35 to 39	Count	0	9	9	3	0	0	0	0	0	0
40 to 44	Count	1	10	7	1	0	0	0	0	0	0
45 to 49	Count	0	6	1	2	5	0	0	0	0	0
50 to 54	Count	0	1	2	4	2	0	0	2	0	0
55 to 59	Count	0	1	1	2	1	0	0	6	0	0
60 to 64	Count	0	0	1	1	0	0	1	1	1	0
65 to 69	Count	0	0	0	0	0	0	0	0	0	0
70 & up	Count	0	0	0	0	0	0	0	0	0	0

Average Age: 40 **Average Service: 8.3**

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

Lafarge North America Inc. Pension Plan for Blue Circle Heritage Hourly Compensated Employees (Cement)
EIN 58-1290226
PN 038
Attachment to 2010 Schedule SB Part V – Statement of Actuarial Assumptions and Methods

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.
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 and the 417(e) lump sum table were 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.

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. Pension Plan for Blue Circle Heritage Hourly Compensated Employees (Cement) Assumptions — Contributions

Economic Assumptions

Effective Interest Rate 6.71%

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

Age	*Rate*
20	0.0580
25	0.0470
30	0.0370
35	0.0280
40	0.0210
45	0.0170
50	0.0220

Disability: Sample rates varying by age and sex.

	Sex	
Age	*Male*	*Female*
20	0.00064	0.00055
25	0.00093	0.00096
30	0.00134	0.00165
35	0.00199	0.00252
40	0.00314	0.00357
45	0.00505	0.00522
50	0.00830	0.00854
55	0.01502	0.01490
60	0.02266	0.01793

Lafarge North America Inc. Pension Plan for Blue Circle Heritage Hourly Compensated Employees (Cement)
EIN 58-1290226
PN 038
Attachment to 2010 Schedule SB Part V – Statement of Actuarial Assumptions and Methods

Retirement	Rates varying by age and service

Years of Service

Age	*< 30*	*30*	*31 +*
45-54	0.00	0.25	0.03
55	0.03	0.25	0.15
56-59	0.02	0.25	0.15
60-61	0.03	0.25	0.15
62	0.15	0.25	0.25
63-64	0.08	0.25	0.25
65+	1.00	1.00	1.00

Benefit commencement date:	
▸ Deferred vested benefit	Current inactives: unreduced retirement age; current actives: age 65 for annuity and at termination for lump sum
Form of payment	Employees of the Roberta location: ▸ 50% Immediate Lump Sum ▸ 50% Life Annuity All others: ▸ 100% Life Annuity
Percent married	80% of males; 80% of females
Spouse age	Wife three years younger than husband
Administrative expense	$66,000
Lump sum assumptions	Mortality: IRS 417(e) mortality table Interest: Funding interest rates

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

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

Pen Pln for Blue Circle Heritage Hrly Comp Ees (Cement)

B Three-digit plan number (PN) ▶ 038

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

Lafarge North America Inc.

D Employer Identification Number (EIN)

58-1290226

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 1 Day 1 Year 2010

2	Assets:			
	a Market value		**2a**	2,248,089
	b Actuarial value		**2b**	2,299,186
3	Funding target/participant count breakdown		**(1)** Number of participants	**(2)** Funding Target
	a For retired participants and beneficiaries receiving payment	**3a**	17	510,050
	b For terminated vested participants	**3b**	74	451,560
	c For active participants:			
	(1) Non-vested benefits	**3c(1)**		255,117
	(2) Vested benefits	**3c(2)**		1,088,514
	(3) Total active	**3c(3)**	130	1,343,631
	d Total	**3d**	221	2,305,241
4	If the plan is at-risk, check the box and complete items (a) and (b) [ ]			
	a Funding target disregarding prescribed at-risk assumptions		**4a**	
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor		**4b**	
5	Effective interest rate		**5**	6.71 %
6	Target normal cost		**6**	230,836

Statement by Enrolled Actuary

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

SIGN HERE David Webber, FSA, EA — Signature of actuary

10/07/2011 — Date

David Webber, FSA — Type or print name of actuary

11-06137 — Most recent enrollment number

TOWERS WATSON PENNSYLVANIA INC — Firm name

(703)258-8000 — Telephone number (including area code)

901 North Glebe Road

Arlington VA 22203 — Address of the firm

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

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)	0	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9	Amount remaining (Item 7 minus item 8)	0	0
10	Interest on item 9 using prior year's actual return of 28.16 %		
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		304,413
b	Interest on (a) using prior year's effective rate of 7.96 %		24,231
c	Total available at beginning of current plan year to add to prefunding balance		328,644
d	Portion of (c) to be added to prefunding balance		0
12	Reduction in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	0	0

Part III Funding percentages

14	Funding target attainment percentage	14	99.73 %
15	Adjusted funding target attainment percentage	15	99.73 %
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	91.10 %
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	100,000				
07/15/2010	90,000				
10/15/2010	80,000				
09/15/2011	120,000				
			Totals ► 18(b)	390,000	18(c) 0

19 Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:

a	Contributions allocated toward unpaid minimum required contribution from prior years.	19a	0
b	Contributions made to avoid restrictions adjusted to valuation date	19b	0
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	368,543

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] 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:	
5.03 %	6.73 %	6.82 %	☐ N/A, full yield curve used

b Applicable month (enter code) — **21b**: 4

22 Weighted average retirement age — **22**: 63

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**: 230,836

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	47,517	9,024
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**: 239,860

	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	0	0	0

36 Additional cash requirement (item 34 minus item 35) — **36**: 239,860

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c) — **37**: 368,543

38 Interest-adjusted excess contributions for current year (see instructions) — **38**: 128,683

39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37) — **39**: 0

40 Unpaid minimum required contribution for all years — **40**: 0

Lafarge North America Inc. Pension Plan for Blue Circle Heritage Hourly Compensated Employees (Cement)
EIN 58-1290226
PN 038
Attachment to 2010 Schedule SB Part V – Summary of Plan Provisions

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

Effective Date	The original effective date of this plan was January 1, 2002.
Covered Employees	All employees at the Atlanta, Georgia Plant and Roberta, Alabama Plant covered by a collective bargaining agreement.
Participation Date	Covered employees participate on their date of hire. Former active participants of the Blue Circle Inc. Pension Plan for Cement Union Hourly Employees on December 31, 2001 participate on January 1, 2002.

Definitions

Eligibility service	One year of eligibility service is accrued for each plan year in which the participant works 1,000 hours.
Credited service	One year of credited service is accrued for each plan year in which a participant works 1,200 hours, with 1/12 of a year's credit given for each 100 hours worked less than 1,200. Prior plan provisions apply for credited service prior to adoption of this plan. 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 for Cement Union Hourly Employees is entitled to service credit for periods of employment with BCNA prior to January 1, 2002 which are taken into account for purposes of determining the participant's credited service as well as periods taken into account in determining eligibility service under the Blue Circle Inc. Pension Plan for Cement Union Hourly Employees.
Normal retirement date (NRD)	First day of the month coinciding with or next following the attainment of age 65.

Lafarge North America Inc. Pension Plan for Blue Circle Heritage Hourly Compensated Employees (Cement)
EIN 58-1290226
PN 038
Attachment to 2010 Schedule SB Part V – Summary of Plan Provisions

The accrued benefit for an employee at the Roberta location is computed using the applicable factor below multiplied by service:

Retirement Multiplier	Effective Date
$27.50	6/1/2003
$28.50	6/1/2004
$29.50	6/1/2005
$30.50	6/1/2006
$31.50	6/1/2007
$32.50	6/1/2008
$33.50	6/1/2009
$35.00	6/1/2011
$36.50	6/1/2012
$37.50	6/1/2013
$38.50	6/1/2014

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 for Cement Union Hourly Employees, under which a benefit is determined, based on service with respect to which the participant is also entitled to credited service under this plan.

Monthly preretirement death benefit	50% of the accrued monthly pension benefit as of the date of death, reduced for 50% joint and survivor election and reduced for payment as early as the participant's earliest retirement date.

Eligibility for Benefits

Normal retirement	Retirement on NRD
Early retirement	The earlier of the first day of the month coinciding with or next following the attainment of age 55 with 5 years of eligibility service, or 30 years of eligibility service regardless of age.
Postponed retirement	Retirement after NRD
Vested termination	Termination for reason other than death or retirement after completing 5 years of eligibility service.
Disability retirement	A participant with 10 years eligibility service who is unable to obtain gainful employment by reason of total and permanent disability is eligible for disability.
Preretirement death benefit	Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse.

Lafarge North America Inc. Pension Plan for Blue Circle Heritage Hourly Compensated Employees (Cement)
EIN 58-1290226
PN 038
Attachment to 2010 Schedule SB Part V – Summary of Plan Provisions

Benefits Paid Upon the Following Events

Normal retirement	Monthly pension benefit determined as of NRD
Early retirement	Monthly pension benefit is reduced .3% for each month that actual retirement date precedes NRD, however, the benefit is unreduced after 30 years of eligibility service.
Postponed retirement	Monthly pension benefit determined as of actual retirement date
Vested termination	Monthly pension benefit is equal to the accrued normal retirement benefit as of the date of termination. If the benefit starts before normal retirement date, the benefit will be reduced using early retirement benefit reduction factors.
Disability retirement	The monthly disability benefit, payable immediately, is equal to the disability multiplier times credited service. For Roberta, the disability multiplier is equal to the normal retirement benefit multiplier. For Tulsa, the disability multiplier is $1.00 greater than the normal retirement benefit multiplier.
Preretirement death	Monthly preretirement death benefits on behalf of both active and terminated vested employees are reduced as described above.

Other Plan Provisions

Forms of payment	Monthly pension benefits are paid as described above as a life annuity, if the participant has no spouse as of the date payments begin. Otherwise, benefits are paid in the form of an actuarially equivalent 50% joint and survivor annuity, or, if the participant elects and the spouse consents, another actuarially equivalent optional form offered by the plan. Optional forms are: — Joint and 66 2/3% survivor annuity — Joint and 75% survivor annuity — Joint and 100% survivor annuity — Single lump sum if participant of the Atlanta, Georgia Plant or Roberta, Alabama Plant. Actuarial equivalence for optional form conversion other than lump sum form of payment: — Participant mortality: GAM 1971 male — Beneficiary mortality: GAM 1971 female Interest rate: 5.50%
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.

Lafarge North America Inc. Pension Plan for Blue Circle Heritage Hourly Compensated Employees (Cement)
EIN 58-1290226
PN 038
Attachment to 2010 Schedule SB Part V – Summary of Plan Provisions

Future Plan Changes

Towers Watson is not aware of any future plan changes which are required to be reflected, or Lafarge has elected to reflect, other than any scheduled pension increases during the plan year.

Change in Plan Provisions Since Prior Year

Effective December 31, 2009, Tulsa current employee liabilities and assets were spun-off into the Lafarge North America Inc. Hourly Pension Plan (Cement-Boilermakers). This spinoff was reflected in the actuarial valuation.

New pension multipliers were adopted since the prior valuation.

Attachment to 2010 Form 5500
Schedule SB, line 32 - Schedule of Amortization Bases

Plan Name Pen Pln for Blue Circle Heritage Hrly Comp Ees (Cement) **EIN:** 58-1290226
Plan Sponsor's Name Lafarge North America Inc. **PN:** 038

Type of Base	Present Value of Any Remaining Installments	Valuation Date	Years Remaining	Amortization Installment
Shortfall	47,517	01/01/2009	6	9,024

Lafarge North America Inc. Pension Plan for Blue Circle Heritage Hourly Compensated Employees (Cement)
EIN 58-1290226
PN 038
Attachment to 2010 Schedule SB, Line 32 – Schedule of Amoritization Bases

Effective December 31, 2009, Tulsa current employee liabilities and assets were spun-off into the Lafarge North America Inc. Hourly Pension Plan (Cement-Boilermakers).

As a result, a portion of the 2009 shortfall amortization base was spun-off to the Cement-Boilermakers.

	Amortization Installment
Prior to spin-off	$13,130
Amount spun-off	(4,106)
Remaining amount	9,024

Lafarge North America Inc. Pension Plan for Blue Circle Heritage Hourly Compensated Employees (Cement)
EIN 58-1290226
PN 038
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

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.

Lafarge North America Inc. Pension Plan for Blue Circle Heritage Hourly Compensated Employees (Cement)
EIN 58-1290226
PN 038
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
Lump Sum Mortality Table	IRS 2009 Prescribed 417(e)(3)(unisex) table	IRS 2010 Prescribed 417(e)(3)(unisex) table

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