Form 5500	Annual Return/Report of Employee Benefit Plan	OMB Nos. 1210-0110 1210-0089
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ **Complete all entries in accordance with the instructions to the Form 5500.**	**2011** **This Form is Open to Public Inspection**

Part I Annual Report Identification Information

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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
OLDCASTLE PRECAST, INC. UNION 401(K) PLAN

1b Three-digit plan number (PN) ▶ 004

1c Effective date of plan 03/01/1994

2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)

OLDCASTLE PRECAST, INC.

1002 15TH ST. SW SUITE 110
AUBURN, WA 98001

2b Employer Identification Number (EIN) 91-0782138

2c Sponsor's telephone number 253-833-2777

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.	09/21/2012	ROBERT QUINN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
OLDCASTLE PRECAST, INC.

1002 15TH ST. SW SUITE 110
AUBURN, WA 98001

3b Administrator's EIN
91-0782138

3c Administrator's telephone number
253-833-2777

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**	238
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**	214
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	41
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	255
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	255
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	236
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2J 2K 2T 3D 3H

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) [ ] **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) [ ] ___ **A** (Insurance Information)
- (4) [X] **C** (Service Provider Information)
- (5) [ ] **D** (DFE/Participating Plan Information)
- (6) [ ] **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).	2011
Department of Labor Employee Benefits Security Administration	▶ **File as an attachment to Form 5500.**	**This Form is Open to Public Inspection.**
Pension Benefit Guaranty Corporation		

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
OLDCASTLE PRECAST, INC. UNION 401(K) PLAN

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
OLDCASTLE PRECAST, INC.

D Employer Identification Number (EIN)
91-0782138

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

THE VANGUARD GROUP, INC.

23-1945930

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 25 52	NONE	10000	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)	Financial Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2011** **This Form is Open to Public Inspection**

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
OLDCASTLE PRECAST, INC. UNION 401(K) PLAN

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
OLDCASTLE PRECAST, INC.

D Employer Identification Number (EIN)
91-0782138

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)	16231	23073
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(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)	4095494	4547464
(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	4111725	4570537
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	4111725	4570537

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)	169234	
(B) Participants	2a(1)(B)	129206	
(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)		298440
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)	122550	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		122550
(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)		
(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)		-9867
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		411123

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	184318	
(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)		184318
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)	10000	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		10000
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		194318

Net Income and Reconciliation

k Net income (loss). Subtract line **2j** from line **2d**	2k		216805
l Transfers of assets:			
(1) To this plan	2l(1)		242007
(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) [X] 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 [X] No

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

(1) Name: JOHNSON, BARLOW & COVENTRY, LLC **(2)** EIN: 91-0908350

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		1000000
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		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	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)	Retirement Plan Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2011** **This Form is Open to Public Inspection.**

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
OLDCASTLE PRECAST, INC. UNION 401(K) PLAN

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
OLDCASTLE PRECAST, INC.

D Employer Identification Number (EIN)
91-0782138

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): 23-2186884 _____

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 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 (include any prior year accumulated funding deficiency not waived) **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 or other authority 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. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

a Name of contributing employer

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

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

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

a Name of contributing employer

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

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

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

a Name of contributing employer

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

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

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

a Name of contributing employer

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

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

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

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

JOHNSON
BARLOW &
COVENTRY

Certified Public Accountants

A Professional Limited Liability Company

1310 Fryar Avenue
Sumner, Washington 98390

Local (253) 863-5001
Seattle (253) 838-2011
Fax (253) 891-6936

September 5, 2012

INDEPENDENT AUDITORS' REPORT

Trustees, Oldcastle Precast, Inc.
Union 401 (K) Plan
Auburn, Washington

We have audited the accompanying Statements of Net Assets Available for Benefits of **Oldcastle Precast, Inc. Union 401 (K) Plan** as of December 31, 2011 and 2010 and the related Statements of Changes in Net Assets Available for Benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2011 and 2010 and the changes in net assets available for benefits for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The supplemental schedules of Assets Held for Investment Purposes and Reportable Transactions are presented for the purpose of additional analysis and are not a required part of the basic financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The additional information has been subjected to the auditing procedures applied in the audit of the basic financial statements for the year ended December 31, 2011, and in our opinion the additional information is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Johnson, Barlow & Coventry
Johnson, Barlow & Coventry
Certified Public Accountants

FINANCIAL REPORT

OLDCASTLE PRECAST, INC.
UNION 401 (K) PLAN

December 31, 2011 and 2010

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JOHNSON
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We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2011 and 2010 and the changes in net assets available for benefits for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The supplemental schedules of Assets Held for Investment Purposes and Reportable Transactions are presented for the purpose of additional analysis and are not a required part of the basic financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The additional information has been subjected to the auditing procedures applied in the audit of the basic financial statements for the year ended December 31, 2011, and in our opinion the additional information is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Johnson, Barlow & Coventry
Johnson, Barlow & Coventry
Certified Public Accountants

OLDCASTLE PRECAST, INC.
UNION 401 (K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2011 and 2010

ASSETS

	2011	2010
Investments at fair value (Notes 2, 3, 5 and 10):		
Shares of registered investment companies:		
Vanguard Prime Money Market Fund	$ 202,416	$ 256,606
Vanguard GNMA Fund	94,197	58,705
Vanguard 500 Index Fund	158,965	130,604
Vanguard International Growth Fund	71,338	75,498
Vanguard Wellington Fund	3,412,313	3,239,918
Vanguard Extended Market Index Fund	7,889	6,417
Vanguard Morgan Growth Fund	23,686	12,729
Vanguard U.S. Value Fund	1,443	1,026
Vanguard Target Retirement Income Fund	11,648	11,092
Vanguard Target Retirement 2010 Fund	36,900	9,465
Vanguard Target Retirement 2015 Fund	61,044	45,592
Vanguard Target Retirement 2020 Fund	133,097	68,679
Vanguard Target Retirement 2025 Fund	84,627	37,508
Vanguard Target Retirement 2030 Fund	108,777	25,193
Vanguard Target Retirement 2035 Fund	14,197	13,109
Vanguard Target Retirement 2040 Fund	56,413	43,983
Vanguard Target Retirement 2045 Fund	56,092	51,937
Vanguard Target Retirement 2050 Fund	12,422	7,433
	4,547,464	4,095,494
Receivables:		
Participants' contributions	-	-
Employer's contributions	23,073	16,231
	23,073	16,231
Total assets	$ 4,570,537	$ 4,111,725

LIABILITIES

Net assets available for benefits	$ 4,570,537	$ 4,111,725

The accompanying notes are an integral part of these financial statements.

OLDCASTLE PRECAST, INC.
UNION 401(K) PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Years Ended Decemer 31, 2011 and 2010

	2011	2010
Additions to net assets attributed to:		
Investment income:		
Dividend income	$ 122,550	$ 104,967
Gains (losses) from sale of investments	37	25,115
Net appreciation (depreciation) in fair value of investments	(9,904)	281,979
	112,683	412,061
Contributions:		
Employer's	169,234	173,679
Participants'	129,206	112,620
	298,440	286,299
Asset transfers in:		
Employee transfers in	242,007	-
Total additions	653,130	698,360
Deductions from net assets attributed to:		
Benefits paid to participants	184,318	637,288
Administrative Fees	10,000	10,000
Total deductions	194,318	647,288
Net increase	458,812	51,072
Net assets available for plan benefits at the beginning of the year	4,111,725	4,060,653
Net assets available for benefits at the end of the year	$ 4,570,537	$ 4,111,725

The accompanying notes are an integral part of these financial statements.

OLDCASTLE PRECAST, INC.
UNION 401 (K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

Note 1 - Description of Plan:

The following description of the Oldcastle Precast, Inc. Union 401 (K) Plan provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

A. GENERAL:

The Plan is a defined contribution plan covering all eligible Union Locals 57, 73, 172, 190, 886 and the United Industrial & Service Workers of America employees of Oldcastle Precast, Inc. as specified in the Collective Bargaining Agreements. It is subject to provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

B. CONTRIBUTIONS:

Each year, the Company contributes to the Plan a predetermined amount as prescribed under seven Collective Bargaining Agreements. Participants may contribute between 1% and 100% of their eligible wages not to exceed the annual dollar limits prescribed by the Internal Revenue Service.

C. PARTICIPANTS ACCOUNTS:

Each participant's account is credited with the participant's contribution, the company contribution as applicable, and plan earnings from each participants plan investments. The benefits to which a participant is entitled is the benefit that can be provided from the participant's account. Participants have the right to direct investment of his or her account daily amongst a select group of Vanguard Funds in increments of 5%.

D. VESTING:

All contributions are always 100% vested.

E. PAYMENT OF BENEFITS:

On termination of service, a participant may elect to receive either a lump-sum amount equal to the value of his or her account, or installment payments over a specified period of time if the account is more than $5,000. A participant may elect a hardship distribution prior to separation from service in accordance with the hardship distribution policy. Benefits are recorded when paid.

F. TAX STATUS

The Internal Revenue Service has determined by a letter dated March 31, 2008 that the Vanguard Fiduciary Trust Company Prototype Profit Sharing Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code. U.S. GAAP require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan adminstrator believes it is no longer subject to income tax examinations for years prior to 2008.

OLDCASTLE PRECAST, INC.
UNION 401 (K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

Note 2 - Summary of Accounting Policies:

BASIS OF ACCOUNTING:

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

INVESTMENTS VALUATION AND INCOME RECOGNITION:

The Plan's investments are stated at fair value. Shares of registered investment companies are valued at quoted market prices which represent the net asset value of shares held by the Plan at year end.

FASB statement No. 157, Fair Value Measurements, establishes a framework for measuring fair value. The plan's shares of registered investment companies are valued at unadjusted quoted market prices which is level 1 in the framework.

Purchases and sales of investments are recorded on a trade-date basis. Dividend income is recorded on the ex-dividend date. Capital gain distributions are included in dividend income.

USE OF ESTIMATES:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Note 3 - Investments:

The Plan's investments are held in Trust. Investments are at Fair Value as determined by the quoted market price. Details follow (this includes investments that represent 5% or more of the Plan's net assets):

	December 31, 2011		December 31, 2010	
	Number of Shares	Fair Value	Number of Shares	Fair Value
Vanguard Prime Money Market Fund	202,415.610	$ 202,416	256,605.780	$ 256,606
Vanguard GNMA Fund	8,509.213	94,197	5,465.972	58,705
Vanguard 500 Index Fund	1,372.758	158,965	1,127.649	130,604
Vanguard International Growth Fund	4,363.182	71,338	3,903.735	75,498
Vanguard Wellington Fund	108,880.437	3,412,313	104,177.420	3,239,918
Vanguard Extended Market Index Fund	200.522	7,889	155.529	6,417
Vanguard Morgan Growth Fund	1,355.838	23,686	705.987	12,729
Vanguard U.S. Value Fund	141.429	1,443	101.626	1,026
Vanguard Target Retirement Income Fun	1,010.240	11,648	983.366	11,092
Vanguard Target Retirement 2010 Fund	1,645.136	36,900	424.245	9,465
Vanguard Target Retirement 2015 Fund	4,962.926	61,044	3,670.825	45,592
Vanguard Target Retirement 2020 Fund	6,136.331	133,097	3,107.667	68,679
Vanguard Target Retirement 2025 Fund	6,897.036	84,627	2,972.080	37,508
Vanguard Target Retirement 2030 Fund	5,199.672	108,777	1,162.020	25,193
Vanguard Target Retirement 2035 Fund	1,134.863	14,197	1,001.479	13,109
Vanguard Target Retirement 2040 Fund	2,751.877	56,413	2,045.699	43,983
Vanguard Target Retirement 2045 Fund	4,358.377	56,092	3,847.220	51,937
Vanguard Target Retirement 2050 Fund	608.635	12,422	347.354	7,433
Total investments at fair value		$ 4,547,464		$ 4,095,494

(Continued)

OLDCASTLE PRECAST, INC.
UNION 401 (K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

Note 3 - Investments: (Continued)

During 2011 and 2010 the Plan's investments appreciated (depreciated) in value as follows:

	2011	2010
Vanguard Prime Money Market Fund	$ -	$ -
Vanguard GNMA Fund	2,526	277
Vanguard 500 Index Fund	(504)	14,202
Vanguard International Growth Fund	(12,182)	8,885
Vanguard Wellington Fund	23,827	227,823
Vanguard Extended Market Index Fund	(369)	1,150
Vanguard Morgan Growth Fund	(1,214)	1,771
Vanguard U.S. Value Fund	5	97
Vanguard Target Retirement Income Fund	247	535
Vanguard Target Retirement 2010 Fund	(431)	622
Vanguard Target Retirement 2015 Fund	(849)	3,347
Vanguard Target Retirement 2020 Fund	(4,028)	5,655
Vanguard Target Retirement 2025 Fund	(3,567)	3,353
Vanguard Target Retirement 2030 Fund	(6,699)	2,575
Vanguard Target Retirement 2035 Fund	(680)	1,367
Vanguard Target Retirement 2040 Fund	(2,674)	4,496
Vanguard Target Retirement 2045 Fund	(2,715)	5,213
Vanguard Target Retirement 2050 Fund	(597)	611
Total appreciation (depreciation)	$ (9,904)	$ 281,979

Note 4 - Plan Termination:

Although they have not expressed any intent to do so, the Company under certain circumstances has the right under the Plan to discontinue their contributions at any time and to terminate the Plan subject to the provisions of ERISA .

Note 5 - Vanguard Funds (Registered Investment Companies):

Details for 2011 and 2010 follow:

	2011	2010
Balance - beginning of year	$ 4,095,494	$ 4,009,245
Contributions received	291,598	321,476
Benefits paid	(184,318)	(637,288)
Dividend income	122,550	104,967
Unrealized appreciation (depreciation)	(9,904)	281,979
Realized gains (losses)	37	25,115
Employee transfers in	242,007	-
Administrative fees	(10,000)	(10,000)
Balance - end of year	$ 4,547,464	$ 4,095,494

Note 6 - Reconciliation of Financial Statements to Form 5500:

The following is a reconciliation of the net assets available for benefits per the financial statement to the Form 5500.

	December 31, 2011	December 31, 2010
Net assets available for benefits per the financial statements	$ 4,570,537	$ 4,111,725
Net assets available for benefits per the Form 5500	$ 4,570,537	$ 4,111,725

Note 7 - Administrative Expenses:

Administrative fees paid by the plan represent quarterly charges of the Vanguard Group for record keeping and financial reporting services. All other administrative costs are paid by Oldcastle Precast, Inc.

Note 8 - Risk and Uncertainties:

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Note 9 - Related Party Transactions:

The Plan invests in shares of mutual funds managed by an affiliate of Vanguard Fiduciary Trust Company ("VFTC"). VFTC acts as trustee for only those investments as defined by the Plan. Transactions in such investments qualify as party-in-interest transactions which are exempt from the prohibited transaction rules.

Note 10 - Fair Value Measurements:

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, Fair Value Measurements and Disclosures, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access.

(Continued)

OLDCASTLE PRECAST, INC.
UNION 401 (K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

Note 10 - Fair Value Measurements: (Continued)

Level 2 Inputs to the valuation methodology include:

*Quoted prices for similar assets or liabilities in inactive markets;

*Quoted prices for identical or similar assets or liabilities in inactive marketes;

*Inputs other than quoted prices that are observable for the asset or liability;

*Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurements.

The following table sets forth by level, within the fair value hierarchy, the plan's assets at fair value as of December 31, 2011 and 2010:

	Assets at Fair Value As of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Short-term reserves funds	$ 202,416	$ -	$ -	$ 202,416
Bond funds	94,197	-	-	94,197
Balanced funds	3,987,530	-	-	3,987,530
Domestic stock funds	25,129	-	-	25,129
International stock funds	71,338	-	-	71,338
Index funds	166,854	-	-	166,854
Total Mutual Funds	$ 4,547,464	$ -	$ -	$ 4,547,464

	Assets at Fair Value As of December 31, 2010			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Short-term reserves funds	$ 256,606	$ -	$ -	$ 256,606
Bond funds	58,705	-	-	58,705
Balanced funds	3,553,909	-	-	3,553,909
Domestic stock funds	13,755	-	-	13,755
International stock funds	75,498	-	-	75,498
Index funds	137,021	-	-	137,021
Total Mutual Funds	$ 4,095,494	$ -	$ -	$ 4,095,494

Note 11 - Subsequent Events:

Effective for the calendar year 2012 the plan was merged into the Oldcastle Architectural, Inc. Union Employees' 401(K) Plan. Participating employees accounts were transferred to this successor plan that was established on October 1, 2002. The plan has evaluated subsequent events through September 5, 2012 the date the financial statements were available to be issued.

SUPPLEMENTARY FINANCIAL INFORMATION

OLDCASTLE PRECAST, INC.
UNION 401(K) PLAN
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
December 31, 2011

Identity of issue, borrower, lessor or similar party	Description of investment, including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value
Vanguard GNMA Fund	Registered Investment Company	$ 90,405	$ 94,197
Vanguard 500 Index Fund	Registered Investment Company	145,486	158,965
Vanguard International Growth Fund	Registered Investment Company	78,002	71,338
Vanguard Prime Money Market Fund	Registered Investment Company	202,416	202,416
Vanguard Wellington Fund	Registered Investment Company	3,231,107	3,412,313
Vanguard Extended Market Index Fund	Registered Investment Company	6,864	7,889
Vanguard Morgan Growth Fund	Registered Investment Company	22,392	23,686
Vanguard U.S. Value Fund	Registered Investment Company	1,323	1,443
Vanguard Target Retirement Income Fund	Registered Investment Company	10,588	11,648
Vanguard Target Retirement 2010 Fund	Registered Investment Company	36,388	36,900
Vanguard Target Retirement 2015 Fund	Registered Investment Company	57,091	61,044
Vanguard Target Retirement 2020 Fund	Registered Investment Company	128,553	133,097
Vanguard Target Retirement 2025 Fund	Registered Investment Company	83,034	84,627
Vanguard Target Retirement 2030 Fund	Registered Investment Company	112,919	108,777
Vanguard Target Retirement 2035 Fund	Registered Investment Company	12,938	14,197
Vanguard Target Retirement 2040 Fund	Registered Investment Company	52,194	56,413
Vanguard Target Retirement 2045 Fund	Registered Investment Company	51,884	56,092
Vanguard Target Retirement 2050 Fund	Registered Investment Company	12,632	12,422
Total assets held for investment purposes		$ 4,336,216	$ 4,547,464

SCHEDULE OF REPORTABLE TRANSACTIONS

OLDCASTLE PRECAST, INC.
UNION 401 (K) PLAN
SCHEDULE OF REPORTABLE TRANSACTIONS
For the Year Ended December 31, 2011

Identity of Party Involved	Description of Asset	Purchase Price	Selling Price
The Vanguard Group	Vanguard Wellington Fund	$ 263,912	$ -
The Vanguard Group	Vanguard Wellington Fund	-	116,422

Historical Cost of Asset	Current Value of Asset on Transaction Date	Historical Gain (Loss)
$ -	$ 263,912	$ -
111,276	116,422	5,146

OLDCASTLE PRECAST, INC.
UNION 401(K) PLAN
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
December 31, 2011

Identity of issue, borrower, lessor or similar party	Description of investment, including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value
Vanguard GNMA Fund	Registered Investment Company	$ 90,405	$ 94,197
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Vanguard Target Retirement 2050 Fund	Registered Investment Company	12,632	12,422
Total assets held for investment purposes		$ 4,336,216	$ 4,547,464