

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), 6057(b), 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 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>ASH GROVE CEMENT COMPANY 401(K) SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>008</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>09/01/1987</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>008</u>	1c Effective date of plan <u>09/01/1987</u>	
1b Three-digit plan number (PN) ▶	<u>008</u>				
1c Effective date of plan <u>09/01/1987</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>ASH GROVE CEMENT COMPANY</u> <u>PO BOX 25900</u> <u>OVERLAND PARK, KS 66225-5900</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>44-0539214</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>913-451-8900</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>327300</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>44-0539214</u>	2c Sponsor's telephone number <u>913-451-8900</u>	2d Business code (see instructions) <u>327300</u>	
2b Employer Identification Number (EIN) <u>44-0539214</u>					
2c Sponsor's telephone number <u>913-451-8900</u>					
2d Business code (see instructions) <u>327300</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	10/08/2013 Date	TERRI YUNGHANS Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	10/08/2013 Date	TERRI YUNGHANS Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
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 1235
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	1150
b Retired or separated participants receiving benefits.....	6b	6
c Other retired or separated participants entitled to future benefits.....	6c	119
d Subtotal. Add lines 6a , 6b , and 6c	6d	1275
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	4
f Total. Add lines 6d and 6e	6f	1279
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	1114
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	28
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 Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2R 2S 2T 3D 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance 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. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan ASH GROVE CEMENT COMPANY 401(K) SAVINGS PLAN	B Three-digit plan number (PN) ►	008
C Plan sponsor's name as shown on line 2a of Form 5500 ASH GROVE CEMENT COMPANY	D Employer Identification Number (EIN) 44-0539214	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions	Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier

PRINCIPAL LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
42-0127290	61271	377669	1279	01/01/2012	12/31/2012

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

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(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
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(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

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(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	6143948
5 Current value of plan's interest under this contract in separate accounts at year end	5	36175686

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ FLEXIBLE INVESTMENT ANNUITY

b Balance at the end of the previous year	7b	6593369
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c Additions: (1) Contributions deposited during the year	7c(1)	260944	
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)	119588	
(4) Transferred from separate account	7c(4)	56286	
(5) Other (specify below)	7c(5)	145008	

▶ LOAN PAYMENT, ROLLOVER, PLAN TRANSFER

(6) Total additions	7c(6)	581826
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d Total of balance and additions (add lines 7b and 7c(6))	7d	7175195
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	887615	
(2) Administration charge made by carrier	7e(2)	3465	
(3) Transferred to separate account	7e(3)	95464	
(4) Other (specify below)	7e(4)	29504	

▶ LOAN WITHDRAWAL

(5) Total deductions	7e(5)	1016048
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	6159147
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Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan ASH GROVE CEMENT COMPANY 401(K) SAVINGS PLAN	B Three-digit plan number (PN) ▶ 008
C Plan sponsor's name as shown on line 2a of Form 5500 ASH GROVE CEMENT COMPANY	D Employer Identification Number (EIN) 44-0539214

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
PRINCIPAL LIFE INSURANCE COMPANY

42-0127290

(b) Enter name and EIN or address of person who provided you disclosure 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)

PERSHING, LLC

13-2741729

(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?
50 64 65	OTHER SERVICES	11353	Yes ☒ No ☐	Yes ☐ No ☒	209	Yes ☐ No ☒

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

PRINCIPAL LIFE INSURANCE COMPANY

42-0127290

(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?
13 37 50 64	CONTRACT ADMINISTRATOR	28019	Yes ☒ No ☐	Yes ☒ No ☐	11353	Yes ☐ No ☒

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

WILSHIRE ASSOCIATES INCORPORATED

95-2755361

(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?
27 72	INVESTMENT ADVISOR	0	Yes ☒ No ☐	Yes ☐ No ☒	0	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
PRINCIPAL LIFE INSURANCE COMPANY	13 37 50 64	11353

(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.
PERSHING, LLC 13-2741729	PRINCIPAL SELF DIRECTED BROKERAGE ACCOUNT FEES

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
WILSHIRE ASSOCIATES INCORPORATED	27 72	0

(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.
PRINCIPAL LIFE INSURANCE COMPANY 42-0127290	2 BASIS POINTS ANNUALLY ON TOTAL ASSETS UP TO \$10 BILLION, AND 1 BASIS POINT FOR ASSETS GREATER THAN \$10 BILLION IN WILSHIRE'S 3(21) INVESTMENT FIDUCIARY SERVICE.

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>ASH GROVE CEMENT COMPANY 401(K) SAVINGS PLAN</u>	B Three-digit plan number (PN)	<u>008</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>ASH GROVE CEMENT COMPANY</u>	D Employer Identification Number (EIN) <u>44-0539214</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRIN MONEY MARKET SEP ACCT-R6</u>			
b Name of sponsor of entity listed in (a): <u>PRINCIPAL LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>42-0127290-024</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRIN INTL EMERG MARKETS SA-R6</u>			
b Name of sponsor of entity listed in (a): <u>PRINCIPAL LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>42-0127290-013</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>3954682</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRIN INTL SMALLCAP SEP ACCT-R6</u>			
b Name of sponsor of entity listed in (a): <u>PRINCIPAL LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>42-0127290-014</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2785552</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRIN LGCAP GROWTH SEP ACCT-R6</u>			
b Name of sponsor of entity listed in (a): <u>PRINCIPAL LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>42-0127290-018</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRIN U.S. PROPERTY SEP ACCT-R6</u>			
b Name of sponsor of entity listed in (a): <u>PRINCIPAL LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>42-0127290-027</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2226362</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRIN DIVERSIFIED INTL SA-R6</u>			
b Name of sponsor of entity listed in (a): <u>PRINCIPAL LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>42-0127290-015</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2120555</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRIN LGCAP S&P 500 INDEX SA-R6</u>			
b Name of sponsor of entity listed in (a): <u>PRINCIPAL LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>42-0127290-016</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>8942725</u>	

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN MIDCAP VALUE I SA-R6		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-043	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 798617
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SMCAP S&P 600 INDEX SA-R6		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-028	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1131996
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN MIDCAP S&P 400 IDX SA-R6		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-023	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3075088
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN MIDCAP GROWTH III SA-R6		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-026	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2110452
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LARGE CAP GROWTH I SA-R6		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-066	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1913941
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LARGE CAP VALUE III SA-R6		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-068	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1372723
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN REAL ESTATE SECS SA-R6		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-095	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 737721
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN TRUST TGT 2010 FD I25		
b Name of sponsor of entity listed in (a): PRINCIPAL TRUST COMPANY		
c EIN-PN 26-6447574-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2582947
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN TRUST TGT 2020 FD I25		
b Name of sponsor of entity listed in (a): PRINCIPAL TRUST COMPANY		
c EIN-PN 26-6447574-003	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10067160
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN TRUST TGT 2030 FD I25		
b Name of sponsor of entity listed in (a): PRINCIPAL TRUST COMPANY		
c EIN-PN 26-6447574-005	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4973449

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN TRUST TGT 2040 FD I25**b** Name of sponsor of entity listed in (a): PRINCIPAL TRUST COMPANY

c EIN-PN 26-6447574-007	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4217539
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a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN TRUST TGT 2050 FD I25**b** Name of sponsor of entity listed in (a): PRINCIPAL TRUST COMPANY

c EIN-PN 26-6447574-009	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1125049
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a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN TRUST INCOME FUND I25**b** Name of sponsor of entity listed in (a): PRINCIPAL TRUST COMPANY

c EIN-PN 26-6447574-011	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 736935
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a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN CORE PLUS BOND I SA-R6**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-115	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5005273
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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)
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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)
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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)
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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)
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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)
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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)
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Part II Information on Participating Plans (to be completed by DFEs)

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

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**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 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>ASH GROVE CEMENT COMPANY 401(K) SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>008</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ASH GROVE CEMENT COMPANY</u>	D Employer Identification Number (EIN) <u>44-0539214</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	0	5023
	(2) Participant contributions	1b(2)	0	7109
	(3) Other	1b(3)	0	0
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	894	0
	(2) U.S. Government securities	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)	1338	0
	(B) Common	1c(4)(B)	602378	556674
	(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)	2072505	2098819
	(9) Value of interest in common/collective trusts	1c(9)	20597286	23703079
	(10) Value of interest in pooled separate accounts	1c(10)	36304202	36175686
	(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)	6458121	11948415
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	6591814	6143948
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	72628538	80638753

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	72628538	80638753
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1293989	
(B) Participants	2a(1)(B)	5017072	
(C) Others (including rollovers)	2a(1)(C)	462262	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		6773323
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	91202	
(F) Other	2b(1)(F)	119588	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		210790
(2) Dividends: (A) Preferred stock	2b(2)(A)	20	
(B) Common stock	2b(2)(B)	19474	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	81362	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		100856
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	28876	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		28876

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		2726520
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		4651058
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		699682
c Other income.....	2c		-13644
d Total income. Add all income amounts in column (b) and enter total.....	2d		15177461

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	7917012	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	99	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		7917111
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		0
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	39372	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		39372
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		7956483

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		7220978
l Transfers of assets:			
(1) To this plan.....	2l(1)		789237
(2) From this plan	2l(2)		0

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: PICKETT, CHANEY & MCMULLEN LLP

(2) EIN: 48-1246310

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

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.).....

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.).....

	Yes	No	Amount
4a	X		7724
4b		X	0

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	0
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	0
e Was this plan covered by a fidelity bond?.....	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?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>ASH GROVE CEMENT COMPANY 401(K) SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>008</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ASH GROVE CEMENT COMPANY</u>	D Employer Identification Number (EIN) <u>44-0539214</u>

Part I	Distributions
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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	<u>0</u>
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): <u>42-0127290</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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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
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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
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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.
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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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

**ASH GROVE CEMENT COMPANY
401(k) SAVINGS PLAN**

FINANCIAL STATEMENTS AND
INDEPENDENT AUDITORS' REPORT
DECEMBER 31, 2012 AND 2011



INDEPENDENT AUDITORS' REPORT

To the Participants and Trustees of Ash Grove Cement Company 401(k) Savings Plan
Overland Park, Kansas

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Ash Grove Cement Company 401(k) Savings Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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 Principal Life Insurance Company and Delaware Charter Guarantee & Trust Company dba Principal Trust Company, custodians of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the custodians hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the custodians as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the plan administrator by the custodians is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule of Assets, and Schedule of Delinquent Participant Contributions, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules

and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

Report on Form and Content in Compliance With DOL Rules and Regulations

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

Pickett, Chaney & McMullen LLP

Overland Park, Kansas
October 8, 2013

ASH GROVE CEMENT COMPANY 401(k) SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS:		
Investments, at fair value:		
Pooled separate accounts	\$ 36,175,686	\$ 36,304,202
Common and collective trusts	23,703,079	20,597,286
Money market account	6,385,533	
Guaranteed interest accounts	6,143,948	6,591,814
Mutual funds	5,078,955	6,186,310
Individually directed brokerage accounts	<u>1,040,601</u>	<u>876,421</u>
Total investments	78,527,802	70,556,033
 Receivables:		
Employer contributions receivable	5,023	
Participants' contribution receivable	7,109	
Notes receivable from participants	<u>2,098,819</u>	<u>2,072,505</u>
Total receivables	<u>2,110,951</u>	<u>2,072,505</u>
 NET ASSETS AVAILABLE FOR BENEFITS	 <u>\$ 80,638,753</u>	 <u>\$ 72,628,538</u>

See notes to financial statements.

ASH GROVE CEMENT COMPANY 401(k) SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS YEAR ENDED DECEMBER 31, 2012

ADDITIONS TO NET ASSETS ATTRIBUTABLE TO:

Income (loss):	
Dividends	\$ 280,940
Net appreciation in fair value of investments	7,925,836
Interest on notes receivable from participants	91,202
Interest on GIC	119,588
Market value change in GIC	(13,644)
Other	<u>216</u>
Total income	8,404,138
Contributions:	
Participants	5,017,072
Employer	1,293,989
Rollovers	<u>462,262</u>
Total contributions	<u>6,773,323</u>
Total additions	15,177,461

DEDUCTIONS FROM NET ASSETS ATTRIBUTABLE TO:

Benefits paid	7,917,111
Administrative expenses	<u>39,372</u>
Total deductions	<u>7,956,483</u>

INCREASE 7,220,978

TRANSFERS IN FROM AFFILIATED PLANS 789,237

NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>72,628,538</u>
End of year	<u>\$ 80,638,753</u>

See notes to financial statements.

ASH GROVE CEMENT COMPANY 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

1. DESCRIPTION OF THE PLAN

The following description of the Ash Grove Cement Company 401(k) Savings Plan (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 was restated January 1, 2010.

General – The Plan is a defined contribution savings plan established by Ash Grove Cement Company (the "Company"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). All employees of the Company not covered by a collective bargaining agreement are eligible to participate after 30 days of service. Employees who are classified as temporary or seasonal are eligible to participate in the Plan upon completing one year of service, and reaching the age of 21. The Company serves as the plan administrator and controls and manages the operations and administration of the Plan.

Principal Life Insurance Company ("Principal") serves as a custodian and recordkeeper for the Plan. Delaware Charter Guarantee & Trust Company dba Principal Trust Company, an affiliate of Principal, serves as the custodian for the mutual fund investments, the collective investment trusts, and individually directed brokerage accounts. Employees of the Company serve as trustees.

Contributions – Contributions to the Plan can be made by both the Company and the participant. Participants are allowed to make tax-deferred contributions between 1% and 50% of eligible compensation subject to certain Internal Revenue Code (IRC) limits. All participant and Company contributions are to be invested at the discretion of the participant.

Effective October 1, 2005, new employees are automatically enrolled into the Plan once the eligibility requirements have been met. The automatic deferral rate is 4% of their eligible compensation, unless the participant specifies a different rate, or opts not to contribute, except as discussed below.

Company contributions are discretionary and are based on a percentage of employee pretax contributions. The Company may make a discretionary matching contribution equal to a percentage of employee pretax contributions, not to exceed 4% of employee annual compensation. For the year ended December 31, 2012, the Company matched 50% of employee pretax contributions, up to the first 4% contributed, except as discussed below.

Effective September 30, 2009, newly eligible employees of Ash Grove Materials Group ("AG Materials") are automatically enrolled into the Plan after 30 days of service, at an automatic deferral rate of 2%, unless the participant specified a different rate, or opts not to contribute. The Company will match the contributions of these AG Materials employees at a rate of 100% of the first 6% contributed.

Effective January 1, 2010, newly eligible employees of Ash Grove Aggregates – Johnson County Aggregates ("Aggregates") are automatically enrolled into the Plan after 30 days of service, at an automatic deferral rate of 2%, unless the participant specified a different rate, or opts not to contribute. The Company will match the contributions of these employees at a rate of 100% of the first 6% contributed.

Vesting and Forfeitures – Participants immediately vest in their voluntary contributions and earnings thereon. Participants become 100% vested in Company contributions and earnings

thereon after three years of service. If a participant terminates employment because of retirement, death, or disability, as defined by the Plan, the participant becomes 100% vested regardless of the years of service.

When a participant's employment is terminated prior to full vesting, the nonvested portion of the participant's account is forfeited and redistributed, first to pay Plan expenses, and then to reduce future Company contributions. At December 31, 2012 and 2011, there is \$81,475 and \$77,663 in forfeited assets, respectively. During 2012, \$53,299 of employer contributions were paid with forfeitures.

Participant Accounts – A separate account is maintained for each participant. Allocations to participant accounts for employee contributions are made when the contributions are received by the custodian. Allocations to participant accounts for investment income, changes in fair value of investments, and Plan expenses are made when such amounts are earned or incurred. Allocations are based on participant earnings or account balance, as defined by the Plan.

Notes Receivable from Participants – Participants may borrow a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance. Only one loan may be granted during any one-year period and only one loan may be outstanding at a time. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates, as determined by the Plan administrator. The maximum repayment terms for a loan is 5 years, unless the loan is for the purchase of a principal residence, in which case the maximum term is 10 years. Principal and interest are paid ratably through payroll deductions. Participants are charged a \$40 set up fee when a loan is initiated, and a quarterly maintenance fee of \$8.

Payment of Benefits – Benefits are payable in the event of retirement, death, termination of employment, or other defined hardship. Terminated participants may elect to receive a lump-sum distribution, annuity contracts, or monthly, quarterly, semiannual, or annual installments for not more than the participant's life expectancy. Lump-sum distributions and installments are made in cash. If the value of the vested account is more than \$5,000, and the reason for termination is not death or permanent and total disability, the participant may elect to defer distribution to a date between age 55 and April 1 following the year the participant attains age 70½.

In-Service Distributions – Hardship withdrawals are available to Plan participants for the various reasons as described in the Plan Document. Hardship withdrawals are limited to the participant's account balance that is 100% vested. Upon making such a withdrawal, the participant is suspended from making deferrals for six months.

Participants' who have reached the age of 59½ may withdraw all or a portion of their vested funds.

Administrative Expenses – The Plan paid \$39,372 in expenses, primarily related to loan fees, brokerage account fees, and early withdrawal fees. The Company, on behalf of the Plan, pays all remaining administrative expenses for the Plan. Participants who maintain an individually directed account are charged an annual fee of \$75, and are charged a fee for each investment purchase or sale.

Plan Transfers – Assets in the amount of \$729,283 were transferred into this Plan from the Ash Grove Hourly 401(k) Savings Plan, and \$59,954 from the Ash Grove Cement Company Employee Stock Ownership Plan, other retirement plans sponsored by the Company.

Termination of the Plan – Although the Company has not expressed any intent to do so, it has the right under the Plan to amend or terminate the Plan at any time subject to the

provisions set forth in the Plan and under ERISA. In the event of Plan termination, participants become fully vested in their accounts.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting – The accompanying financial statements have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The investment contract held by the Plan is not considered fully-benefit responsive and, as such, is presented at fair value.

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 reported amounts of assets, liabilities and changes therein, and disclosures of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition – The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Purchases and sales are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.

Management fees and operating expenses charged to the Plan for investments in the pooled separate accounts, collective investment trusts, and mutual funds are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

Notes Receivable from Participants – Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document. Based on such treatment of delinquent participant loans, no allowance for doubtful accounts is considered necessary.

Contributions – Employer and employee contributions are reported in the year services are rendered to the Company by the Plan participants.

Payment of Benefits – Benefit payments are reported in the year paid.

Date of Management's Review – Subsequent events have been evaluated through October 8, 2013, which is the date the financial statements were available to be issued, and there were no material events requiring recognition or disclosure.

New Accounting Pronouncements — In May 2011, the FASB issued ASU No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. This guidance expands the qualitative and quantitative fair value disclosure requirements for Level 3 fair value measurements. The new guidance is effective for reporting periods beginning after December 15, 2011. The adoption of ASU 2011-04 impacted 2012 disclosures only.

3. FAIR VALUE MEASUREMENTS

FASB ASC 820, *Fair Value Measurements*, 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 consist of unadjusted quoted prices for identical assets in active markets that the plan has the ability to access.

Level 2 – Inputs consist of 1) quoted prices for similar assets in active markets, 2) quoted prices for identical or similar assets in inactive markets, 3) inputs other than quoted prices that are observable, and 4) inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset has a specified (contractual) term, the level 2 input must be observable for substantially the full term.

Level 3 – Inputs consist of unobservable inputs where there is little or no market activity, and the reporting entity makes estimates and assumptions related to the pricing of the asset including assumptions regarding risk.

The assets fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011:

Pooled Separate Accounts – Principal calculates a unit value (similar to a net asset value “NAV”) of a separate account daily. It is the sum of the market value of the underlying investments as determined by quoted market prices, less operating expenses accrued but not deducted, if any.

Collective Investment Trusts – Principal calculates a net asset value based on the market value of its underlying investments. The common and collective trusts (“CCT”) invest in mutual funds, and pooled separate accounts. The net asset values of the mutual funds and pooled separate accounts are used to determine the net asset value of the collective investment trusts, less operating expenses, if any.

Mutual Funds, Money Market Accounts and Common Stocks – Valued at the closing price reported on the active market on which the individual securities are traded. Common stocks are held in the individually directed brokerage accounts.

Guaranteed Interest Accounts – Valued at the sum of the estimated fair values of each contract of the guaranteed investment contract fund because they are not fully benefit responsive. Fair value represents the amount plan participants or plan sponsors would receive currently if they were to withdraw or transfer funds within the Plan prior to their maturity.

Individually Directed Brokerage Accounts – Consist of common stocks and mutual funds and are valued as discussed above.

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

The Plan's investments are reported at fair value as follows at December 31, 2012 and 2011:

		Measurements Using:		
	Fair Value	Level 1	Level 2	Level 3
DECEMBER 31, 2012				
Pooled Separate Accounts (a) :				
Large US Equity	\$ 12,229,385		\$ 12,229,385	
Small/Mid US Equity	7,853,874		7,853,874	
International Equity	8,860,789		8,860,789	
Fixed Income	7,231,638		7,231,638	
Collective Investment Trusts (a) -				
Balanced/Asset Allocation	23,703,079		23,703,079	
Mutual Funds:				
Fixed Income	1,906,238	\$ 1,906,238		
Small/Mid U.S. Equity	3,172,717	3,172,717		
Money Market Account	6,385,533	6,385,533		
Guaranteed Interest Accounts	6,143,948			\$ 6,143,948
IDAs - Mutual Funds	483,926	483,926		
IDAs - Common Stocks	556,675	556,675		
	<u>\$ 78,527,802</u>	<u>\$ 12,505,089</u>	<u>\$ 59,878,765</u>	<u>\$ 6,143,948</u>

(a) These are investments in entities that use NAV per share to determine fair value. They are valued daily, can be redeemed daily without restrictions, and without prior notice. There are no unfunded commitments.

The following table provides further details of Level 3 fair value measurements for the year ended December 31, 2012:

	Guaranteed Interest Accounts
Beginning Balance	\$ 6,591,814
Realized gains/(losses)	
Unrealized gains/(losses) relating to investments still held at the reporting date	(13,644)
Interest credited	119,588
Purchases	1,349,399
Sales	(1,903,209)
	<u>\$ 6,143,948</u>

The amount of total gains or losses for the period included in changes in net assets attributable to the change in unrealized gains or losses relating to assets still held at the reporting date

\$ (13,644)

The following table includes quantitative information about significant unobservable inputs used to derive the fair value of the Level 3 asset.

Instrument	Fair Value	Principal Valuation		
		Technique	Unobservable Inputs	Range of rates
Guar. interest accounts	\$ 6,143,948	Market Value Adjustment (Market Approach)	Composite Int Rates Rate at Dec. 31, 2012	.65% - 4.06% 0.35%

Management assesses the reasonableness of the methodology by reviewing a variety of factors including review of existing contracts, the fund investment profile and financial strength ratios, economic conditions, industry and market developments, and overall credit ratings.

4. INVESTMENT CONTRACT WITH INSURANCE COMPANY

The Plan provides the Guaranteed Interest Account, a group annuity contract by Principal, as an investment option for participants. The objective of this investment option is to guarantee the return of principal plus compound interest earned over a defined term backed by Principal. There are no specific securities in the general account that back the liabilities of this group annuity contract. Principal is obligated to pay interest at crediting rates, which are announced in advance and guaranteed per the terms of the contract. The investment contract is not considered fully-benefit responsive and, as such, is included in the financial statements at fair value. Fair value is calculated using the Market Value Adjustment formula specified in the group annuity contract and is based on the composite interest rates and new money crediting rates. There are no reserves against fair value for credit risk of the contract issuer or otherwise.

5. INVESTMENTS

The following represents the fair value of investments that represent 5% or more of net assets available for benefits of the Plan at December 31, 2012 and 2011:

	2012	2011
Guaranteed Interest Accounts	\$ 6,143,948	\$ 6,591,814
Large Cap S&P 500 Index	8,942,725	6,876,954
Principal Money Market	*	5,722,292
Goldman Sachs Financial Square MM	6,385,533	*
Core Plus Bond	5,005,273	3,982,804
Principal Trust Target 2020 Fund	10,067,160	8,321,526
Principal Trust Target 2030 Fund	4,973,449	4,094,914
Principal Trust Target 2040 Fund	4,217,539	3,662,580

* Balance did not exceed stated threshold on that particular date.

The following table represents net appreciation in the fair value of the investments during the year ended December 31, 2012:

Pooled separate accounts	\$ 4,651,058
Common and collective trusts	2,726,519
Mutual funds	514,988
Individually directed brokerage accounts	<u>33,271</u>
Total net appreciation	<u>\$ 7,925,836</u>

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.

6. INFORMATION CERTIFIED BY THE CUSTODIANS

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Principal Life Insurance Company and Delaware Charter Guarantee & Trust Company dba Principal Trust Company, the custodians of the Plan, have certified that the following data included in the accompanying financial statements and supplemental schedules is complete and accurate with respect to investments as of December 31, 2012 and 2011, and for the year ended December 31, 2012:

- Investments, at fair value
- Income (excludes interest from notes receivable from participants)
- Schedule of Assets (Held at End of Year) (excludes notes receivable from participants)

The Plan's independent public accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

7. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are units of pooled separate accounts, collective investment trusts, and guaranteed interest accounts managed by Principal Life Insurance Company and Principal Trust Company. They are the custodians of the Plan, and therefore, these transactions qualify as party-in-interest.

8. TAX STATUS

The Company adopted a Prototype Non-standardized Profit Sharing Plan with CODA which received a favorable opinion letter from the IRS on March 31, 2008, which stated that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan has been amended since the date of the opinion letter, however, the Company believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC and that, therefore, the Plan qualifies under Section 401(a) and the related trust is tax-exempt as of December 31, 2012. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Company has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, 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 routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

9. PROHIBITED TRANSACTION

The Plan Sponsor inadvertently failed to remit one payroll cycle's contributions timely (as defined by the Department of Labor). This is a prohibited transaction. The Plan Sponsor has since remitted the contributions, and contributed lost earnings to the affected participants. The Plan Sponsor has filed the required excise tax on the late contribution to the IRS.

* * * * *

ASH GROVE CEMENT COMPANY 401(k) SAVINGS PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4a
SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
YEAR ENDED DECEMBER 31, 2012

EIN: 44-0539214, PLAN IDENTIFICATION NUMBER: 008

			Total That Constitutes Nonexempt Prohibited Transactions			Total Fully Corrected Under Voluntary Fiduciary Correction Program and PTE 2002-51
			Contributions Not Corrected	Contributions Corrected Outside Voluntary Fiduciary Correction Program	Contributions Pending Correction in Voluntary Fiduciary Correction Program	
Participant Contributions Transferred Late to the Plan			Check Here if Late Participant Loan Payments are Included			
Amount Withheld	Date Withheld	Date Remitted				
\$ 7,724	12/14/2012	8/13/2013	X	\$ 7,724		

ASH GROVE CEMENT COMPANY 401(k) SAVINGS PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2012 – SEE FORM 5500

EIN: 44-0539214, PLAN IDENTIFICATION NUMBER: 008

(a)	(b)	(c)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Current Value
Pooled Separate Accounts from Principal Life Insurance Company:			
*	Guaranteed Interest	Guaranteed Interest Contract	\$ 6,143,948
*	Principal Core Plus Bond Acct	Pooled Separate Account	5,005,273
*	Principal Real Estate Securities	Pooled Separate Account	737,721
*	Principal US Property Sep Acct	Pooled Separate Account	2,226,362
*	Principal Large Cap Value III Sep Acct	Pooled Separate Account	1,372,723
*	Principal Large Cap S&P 500 Index Sep Acct	Pooled Separate Account	8,942,725
	Principal Large Cap Growth I Sep Acct	Pooled Separate Account	1,913,941
*	Principal Mid Cap Value I Sep Acct	Pooled Separate Account	798,616
*	Principal MidCap S&P 400 Index SA	Pooled Separate Account	3,075,088
*	Principal Small Cap S&P 600 Index SA	Pooled Separate Account	1,131,996
*	Principal MidCap Growth III	Pooled Separate Account	2,110,452
*	Principal Divers International Sep Acct	Pooled Separate Account	2,120,555
*	Principal International Emerging Market Sep Acct	Pooled Separate Account	3,954,682
*	Principal International Small Cap Sep Acct	Pooled Separate Account	2,785,552
	Total Pooled Separate Accounts		36,175,686
*	Principal Trust Income Fund	Common and Collective Trust	736,935
*	Principal Lifetime 2010 Sep Acct	Common and Collective Trust	2,582,947
*	Principal Lifetime 2020 Sep Acct	Common and Collective Trust	10,067,160
*	Principal Lifetime 2030 Sep Acct	Common and Collective Trust	4,973,449
*	Principal Lifetime 2040 Sep Acct	Common and Collective Trust	4,217,539
*	Principal Lifetime 2050 Sep Acct	Common and Collective Trust	1,125,049
	Total Common and Collective Trusts		23,703,079
	Buffalo Small Cap Fund	Mutual Fund	1,386,805
	Am Cent Small Cap Value Inv Fund	Mutual Fund	1,785,912
	Vanguard Inflation Protection Sec Fund	Mutual Fund	1,906,238
	Total Mutual Funds		5,078,955
	Goldman Sachs Fin Sq Money Market	Money Market Account	6,385,533
	Individually Directed Brokerage Accounts	Various Investments	1,040,601
*	Notes Receivable from Participants	Various participants, interest rates range from 4.25% to 11.25%	2,098,819
	Total Investments		\$ 80,626,621

* Represents a party in interest.

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

ASH GROVE CEMENT COMPANY 401(K) SAVINGS PLAN

EIN 44 0539214
 PLAN NUMBER 008
 PLAN YEAR 01/01/2012 TO 12/31/2012

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
	American Century Investments	Registered Investment Company Amer Cent Sm Cp Value Inv Fund	\$ 0.00	\$ 1,785,912.22
	ANGLOGOLD ASHANTI LTD	Corporate Stock - Common ANGLOGOLD ASHANTI LTD SPONORED ADR ISIN#	\$ 0.00	\$ 6,274.00
	ARCHER DANIELS MIDLAND CO	Corporate Stock - Common ARCHER DANIELS MIDLAND CO L COM	\$ 0.00	\$ 684.75
	Buffalo Funds	Registered Investment Company Buffalo Small Cap Fund	\$ 0.00	\$ 1,386,804.90
	BANK AMER CORP	Corporate Stock - Common BANK AMER CORP COM	\$ 0.00	\$ 1,741.50
	BARRICK GOLD CORP	Corporate Stock - Common BARRICK GOLD CORP COM ISIN#CA0679011084	\$ 0.00	\$ 7,002.00
	BEST BUY INC	Corporate Stock - Common BEST BUY INC COM	\$ 0.00	\$ 11,850.00
	BOSTON SCIENTIFIC CORP	Corporate Stock - Common BOSTON SCIENTIFIC CORP ISIN#US1011371077	\$ 0.00	\$ 17,190.00
	CANADIAN NAT RES LTD	Corporate Stock - Common CANADIAN NATURAL RES LTD ISIN#CA136385101	\$ 0.00	\$ 1,154.80
	CEMEX S A B DE C V	Corporate Stock - Common CEMEX S A B DE C V SPONSOR ADR NEW REP 0	\$ 0.00	\$ 11,528.16
	CONOCOPHILLIPS	Corporate Stock - Common CONOCOPHILLIPS COM	\$ 0.00	\$ 34,794.00
	CROSSHAIR ENERGY CORP	Corporate Stock - Common CROSSHAIR ENERGY CORP COM ISIN#CA22765F1	\$ 0.00	\$ 3,123.00
	CSX CORP	Corporate Stock - Common CSX CORPORATION	\$ 0.00	\$ 1,973.00
	DEJOUR ENERGY INC	Corporate Stock - Common DEJOUR ENERGY INC COM ISIN#CA24486R1038	\$ 0.00	\$ 26,076.00
	DENISON MINES CORP	Corporate Stock - Common DENISON MINES CORP COM ISIN#CA2483561072	\$ 0.00	\$ 25,000.00

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

ASH GROVE CEMENT COMPANY 401(K) SAVINGS PLAN

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PLAN YEAR 01/01/2012 TO 12/31/2012

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	DEVON ENERGY CORP NEW	Corporate Stock - Common DEVON ENERGY CORP NEW COM	\$ 0.00	\$ 5,204.00
	DISNEY WALT CO	Corporate Stock - Common DISNEY WALT CO DISNEY COM	\$ 0.00	\$ 1,991.60
	ENERGY FUELS INC	Corporate Stock - Common ENERGY FUELS INC COM ISIN#CA2926711045	\$ 0.00	\$ 3,888.87
	PERSHING IN-HOUSE CUSIP	Corporate Stock - Common EOG RES INC COM	\$ 0.00	\$ 6,039.50
	FEDERATED INVESTORS, INC.	Registered Investment Company FEDERATED CAPITAL RESERVES	\$ 0.00	\$ 361,341.18
	FINISH LINE INC	Corporate Stock - Common FINISH LINE INC CL A	\$ 0.00	\$ 9,465.00
*	Principal Life Insurance Company	Insurance Company General Guaranteed Interest	\$ 0.00	\$ 6,143,947.60
	GENERAL ELEC CO	Corporate Stock - Common GENERAL ELECTRIC CO COM	\$ 0.00	\$ 20,990.00
	GLOBAL X FDS	Corporate Stock - Common GLOBAL X FDS GLOBAL X CHINA CONSUMER ETF	\$ 0.00	\$ 8,401.55
	Goldman Sachs	Registered Investment Company GOLDSACHS FIN SQ MONEY MKT FD	\$ 0.00	\$ 6,385,532.50
	HANSEN MED INC	Corporate Stock - Common HANSEN MED INC COM	\$ 0.00	\$ 10,400.00
	HECLA MNG CO	Corporate Stock - Common HECLA MINING COMPANY	\$ 0.00	\$ 5,830.00
	ISHARES INC	Corporate Stock - Common ISHARES INC MSCI BRAZIL FREE INDEX FD	\$ 0.00	\$ 33,060.54
	ISHARES SILVER TR	Corporate Stock - Common ISHARES SILVER TR ISHARES	\$ 0.00	\$ 5,874.00
	ISHARES TR	Corporate Stock - Common ISHARES TR DOW JONESUS HOME CONSTN INDEX	\$ 0.00	\$ 3,174.00

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

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ASH GROVE CEMENT COMPANY 401(K) SAVINGS PLAN

EIN 44 0539214
 PLAN NUMBER 008
 PLAN YEAR 01/01/2012 TO 12/31/2012

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
	JPMORGAN CHASE & CO	Corporate Stock - Common JPMORGAN CHASE & CO ALERIAN MLP INDEX ET	\$ 0.00	\$ 8,807.34
	KBR INC	Corporate Stock - Common KBR INC COM	\$ 0.00	\$ 2,992.00
	KINDER MORGAN ENERGY PARTNERS	Corporate Stock - Common KINDER MORGAN ENERGPARTNERS L P UNIT LT	\$ 0.00	\$ 7,979.00
	MATTHEWS INTL FDS	Registered Investment Company MATTHEWS ASIAN GROWTH & INCOME FUND INVE	\$ 0.00	\$ 35,366.52
	MCEMEN MNG INC	Corporate Stock - Common MCEMEN MNG INC COM	\$ 0.00	\$ 5,476.90
	MINES MGMT INC	Corporate Stock - Common MINES MGMT INC COM	\$ 0.00	\$ 1,545.00
	MOLYCORP INC DEL	Corporate Stock - Common MOLYCORP INC DEL COM	\$ 0.00	\$ 566.40
	MOSAIC CO NEW	Corporate Stock - Common MOSAIC CO NEW COM	\$ 0.00	\$ 849.45
	NORTHERN DYNASTY MINERALS LTD	Corporate Stock - Common NORTHERN DYNASTY MINERALS LTD COM NEWTST	\$ 0.00	\$ 3,160.00
*	Principal Life Insurance Company	Pooled Separate Accounts Prin Core Plus Bond I SA-R6	\$ 0.00	\$ 5,005,273.04
*	Principal Life Insurance Company	Pooled Separate Accounts Prin Diversified Intl SA-R6	\$ 0.00	\$ 2,120,554.74
*	Principal Life Insurance Company	Pooled Separate Accounts Prin Intl Emerg Markets SA-R6	\$ 0.00	\$ 3,954,681.82
*	Principal Life Insurance Company	Pooled Separate Accounts Prin Intl SmallCap Sep Acct-R6	\$ 0.00	\$ 2,785,552.33
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LargeCap Value III SA-R6	\$ 0.00	\$ 1,372,722.76
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LgCap S&P 500 Index SA-R6	\$ 0.00	\$ 8,942,724.94

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

ASH GROVE CEMENT COMPANY 401(K) SAVINGS PLAN

EIN 44 0539214
PLAN NUMBER 008
PLAN YEAR 01/01/2012 TO 12/31/2012

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
*	Principal Life Insurance Company	Pooled Separate Accounts Prin MidCap Growth III SA-R6	\$ 0.00	\$ 2,110,451.55
*	Principal Life Insurance Company	Pooled Separate Accounts Prin MidCap S&P 400 Idx SA-R6	\$ 0.00	\$ 3,075,088.30
*	Principal Life Insurance Company	Pooled Separate Accounts Prin MidCap Value I SA-R6	\$ 0.00	\$ 798,616.62
*	Principal Life Insurance Company	Pooled Separate Accounts Prin Real Estate Secs SA-R6	\$ 0.00	\$ 737,720.97
*	Principal Life Insurance Company	Pooled Separate Accounts Prin SmCap S&P 600 Index SA-R6	\$ 0.00	\$ 1,131,995.62
*	Principal Trust Company	Common/Collective Trust Prin Trust Income Fund I25	\$ 0.00	\$ 736,934.70
*	Principal Trust Company	Common/Collective Trust Prin Trust Tgt 2010 Fd I25	\$ 0.00	\$ 2,582,947.02
*	Principal Trust Company	Common/Collective Trust Prin Trust Tgt 2020 Fd I25	\$ 0.00	\$ 10,067,159.98
*	Principal Trust Company	Common/Collective Trust Prin Trust Tgt 2030 Fd I25	\$ 0.00	\$ 4,973,449.13
*	Principal Trust Company	Common/Collective Trust Prin Trust Tgt 2040 Fd I25	\$ 0.00	\$ 4,217,538.81
*	Principal Trust Company	Common/Collective Trust Prin Trust Tgt 2050 Fd I25	\$ 0.00	\$ 1,125,049.01
*	Principal Life Insurance Company	Pooled Separate Accounts Prin U.S. Property Sep Acct-R6	\$ 0.00	\$ 2,226,362.06
	PHILLIPS 66	Corporate Stock - Common PHILLIPS 66 COM	\$ 0.00	\$ 13,275.00
	PIMCO CORPORATE & INCOME	Corporate Stock - Common PIMCO CORPORATE & INCOME OPPORTUNITY FD	\$ 0.00	\$ 12,616.50
	PIMCO FDS	Registered Investment Company PIMCO STOCK PLUS TR SHORT STRATEGY FUND	\$ 0.00	\$ 28,657.64

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

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ASH GROVE CEMENT COMPANY 401(K) SAVINGS PLAN

EIN 44 0539214
 PLAN NUMBER 008
 PLAN YEAR 01/01/2012 TO 12/31/2012

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
	POTASH CORP SASK INC	Corporate Stock - Common POTASH CORP OF SASKATCHEWAN INC COM ISIN	\$ 0.00	\$ 104,980.20
*	Principal Life Insurance Company	Pooled Separate Accounts PRIN LARGE CAP GROWTH I SA-R6	\$ 0.00	\$ 1,913,941.21
	ROYCE FD	Registered Investment Company ROYCE SPECIAL EQUITY FUND INVESTMENT CLA	\$ 0.00	\$ 49,695.52
	SILVER WHEATON CORP	Corporate Stock - Common SILVER WHEATON CORP COM ISIN#CA828336107	\$ 0.00	\$ 11,726.00
	SILVERCORP METALS INC	Corporate Stock - Common SILVERCORP METALS INC COM ISIN#CA82835P1	\$ 0.00	\$ 1,792.00
	SPDR GOLD TR	Corporate Stock - Common SPDR GOLD TR GOLD SHS	\$ 0.00	\$ 26,085.28
	STAR SCIENTIFIC INC	Corporate Stock - Common STAR SCIENTIFIC INC COM	\$ 0.00	\$ 26,800.00
	SUNCOR ENERGY INC NEW	Corporate Stock - Common SUNCOR ENERGY INC NEW COM ISIN#CA8672241	\$ 0.00	\$ 989.40
	TEEKAY LNG PARTNERS L.P.	Corporate Stock - Common TEEKAY LNG PARTNERS L P PARTNERSHIP UNIT	\$ 0.00	\$ 4,231.36
	UR-ENERGY INC	Corporate Stock - Common UR ENERGY INC COM ISIN#CA91688R1082	\$ 0.00	\$ 21,147.50
	URANERZ ENERGY CORP	Corporate Stock - Common URANERZ ENERGY CORP COM	\$ 0.00	\$ 27,800.00
	URANIUM RES INC	Corporate Stock - Common URANIUM RES INC COM PAR \$0 001 R/S EFF 0	\$ 0.00	\$ 8,000.00
	Vanguard Group	Registered Investment Company Vngdr Infl-Prot Sec Admr'l Fund	\$ 0.00	\$ 1,906,238.28
	VALE S A	Corporate Stock - Common VALE SA ADR ISIN#US91912E1055	\$ 0.00	\$ 3,144.00
	VANGUARD INTL EQUITY INDEX FDS	Registered Investment Company VANGUARD EMERGING MARKETS STOCK INDEX FUJ	\$ 0.00	\$ 8,866.15

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

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PLAN YEAR 01/01/2012 TO 12/31/2012

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