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

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
LAFARGE NORTH AMERICA INC. HOURLY 401(K) PLAN

1b Three-digit plan number (PN) ▶ 020

1c Effective date of plan 06/01/1992

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

LAFARGE NORTH AMERICA INC.

12018 SUNRISE VALLEY DRIVE
RESTON, VA 20191

2b Employer Identification Number (EIN) 58-1290226

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

2d Business code (see instructions) 238900

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2013	LAUREEN STROHL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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 [X] 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**	1638
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**	1090
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	503
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1593
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	2
f	Total. Add lines **6d** and **6e**	**6f**	1595
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1570
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	60
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 2T 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)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

(1)	[X]	**H** (Financial Information)
(2)	[ ]	**I** (Financial Information – Small Plan)
(3)	[ ]	**A** (Insurance Information)
(4)	[X]	**C** (Service Provider Information)
(5)	[X]	**D** (DFE/Participating Plan Information)
(6)	[ ]	**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**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
LAFARGE NORTH AMERICA INC. HOURLY 401(K) PLAN

B Three-digit plan number (PN) ▶ 020

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

D Employer Identification Number (EIN)
58-1290226

Part I 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).. . . . . [X] 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

THE VANGUARD GROUP, INC.

23-1945930

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

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

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

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

THE VANGUARD GROUP, INC.

23-1945930

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 16 25 26 37 38 52 59	NONE	50310	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [ ]

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

CHERRY BEKAERT LLP

56-0574444

(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?
10	NONE	18700	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

HEWITT ENNIS KNUPP INC.

36-3109431

(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?
16	NONE	11485	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

THOMPSON AND KNIGHT LLP

75-2813604

(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?
29	NONE	7101	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE 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.

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

A Name of plan
LAFARGE NORTH AMERICA INC. HOURLY 401(K) PLAN

B Three-digit plan number (PN) ▶ 020

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

D Employer Identification Number (EIN)
58-1290226

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD RETIREMENT SAVINGS TRUST V

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

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)
23-2186884-011	C	10377864

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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

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a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

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
LAFARGE NORTH AMERICA INC. HOURLY 401(K) PLAN

B Three-digit plan number (PN) ▶ 020

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

D Employer Identification Number (EIN)
58-1290226

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	268436	150367
(2) Participant contributions	1b(2)	10974	32101
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	520645	442642
(9) Value of interest in common/collective trusts	1c(9)	11100718	10377864
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	41667617	41564534
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	53568390	52567508
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	53568390	52567508

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)	773903	
(B) Participants	2a(1)(B)	2668979	
(C) Others (including rollovers)	2a(1)(C)	267357	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		3710239
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	17370	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		17370
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	957213	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		957213
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		259330
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		4856139
c Other income	2c		7815
d Total income. Add all **income** amounts in column (b) and enter total	2d		9808106
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	10717376	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		10717376
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		-103
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	91715	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		91715
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		10808988
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-1000882
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: CHERRY BEKAERT LLP **(2)** EIN: 56-0574444

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

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

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 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:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			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.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		25000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

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
LAFARGE NORTH AMERICA INC. HOURLY 401(K) PLAN

B Three-digit plan number (PN) ▶ 020

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

D Employer Identification Number (EIN)
58-1290226

Part I Distributions

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

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

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 23-2186884

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

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

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

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

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

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

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

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete 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):

Cherry Bekaert LLP
CPAs & Advisors

Report of Independent Auditor

The Administrative Committee of the
Lafarge North America Inc. Hourly 401(k) Plan
Reston, Virginia

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Lafarge North America Inc. 401(k) Plan (the "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

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.

Auditor's 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, 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 ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Vanguard Fiduciary Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the Trustee 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 Trustee 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

The supplemental schedule, Schedule of Assets (Held at End of Year) as of or for the year ended December 31, 2012 is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedule.

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 schedule, other than that derived from the information certified by the Trustee 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Cherry Bekaert LLP

Tysons Corner, Virginia
October 10, 2013

LAFARGE NORTH AMERICA, INC. HOURLY 401(K) PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

As of and for the Years Ended December 31, 2012 and 2011

And Report of Independent Auditor

Cherry Bekaert LLP
CPAs & Advisors

LAFARGE NORTH AMERICA INC. HOURLY 401(K) PLAN

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SUPPLEMENTAL SCHEDULE

Schedule of Assets (Held at End of Year) ..... 14 - 15

Note: All other schedules required by Section 2520.130-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employment Retirement Security Act of 1974 have been omitted because they are not applicable.

Cherry Bekaert LLP
CPAs & Advisors

Report of Independent Auditor

The Administrative Committee of the
Lafarge North America Inc. Hourly 401(k) Plan
Reston, Virginia

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Lafarge North America Inc. 401(k) Plan (the "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

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.

Auditor's 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, 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 ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Vanguard Fiduciary Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the Trustee 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 Trustee is complete and accurate.

Disclaimer of Opinion

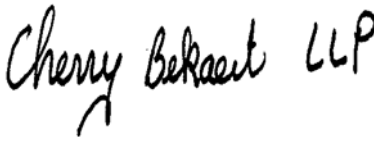
Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule, Schedule of Assets (Held at End of Year) as of or for the year ended December 31, 2012 is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedule.

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 schedule, other than that derived from the information certified by the Trustee 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.



Tysons Corner, Virginia
October 10, 2013

LAFARGE NORTH AMERICA INC. HOURLY 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS		
Investments, at fair value	$ 52,492,539	$ 53,307,330
Receivables		
Employer contributions	150,367	268,436
Participant contributions	32,101	10,974
Notes receivable from participants	442,642	520,645
Total receivables	625,110	800,055
Total assets	53,117,649	54,107,385
LIABILITIES		
Benefit claims payable	3,213	-
Total liabilities	3,213	-
Adjustment from fair value to contract value for fully benefit responsive investment contracts	(550,141)	(538,995)
Net assets available for benefits	$ 52,564,295	$ 53,568,390

The accompanying notes to the financial statements are an integral part of this statement.

LAFARGE NORTH AMERICA INC. HOURLY 401(K) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2012

ADDITIONS		
Investment income		
Net appreciation in fair value of investments	$	4,856,139
Interest and dividends		1,216,543
Total investment income		6,072,682
Contributions		
Participant contributions		2,668,979
Employer contributions		773,903
Participant rollovers		267,357
Total contributions		3,710,239
Interest from notes receivable from participants		17,370
Other income		7,815
Total additions		9,808,106
DEDUCTIONS		
Benefits paid to participants		10,720,486
Administrative expenses		91,715
Total deductions		10,812,201
Net decrease		(1,004,095)
Net assets available for benefits:		
Beginning of year		53,568,390
End of year	$	52,564,295

The accompanying notes to the financial statements are an integral part of this statement.

Note 1 – Description of plan

The following is a brief description of the Lafarge North America Inc. Hourly 401(k) Plan (the "Plan") (formerly the "Lafarge North America Inc. 401(k) Plan for Hourly Compensated Employees") and is provided for general purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General – The Plan is a defined contribution plan and was created by Lafarge North America Inc. (the "Company" or "Plan Sponsor") on June 1, 1992 and was most recently amended and restated effective November 30, 2012. The Plan is a defined contribution plan and covers hourly employees of the Company at certain facilities who have completed any applicable eligibility requirements and who are not covered by another Company plan. The Plan is intended to qualify under Section 401(k) of the Internal Revenue Code ("IRC") and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

The Plan's assets are held in the custody of Vanguard Fiduciary Trust Company (the "Trustee").

Administrative Expenses – The Plan is administered by the Plan Sponsor. Certain administrative functions are performed by officers or employees of the Plan Sponsor. No such officer or employee receives compensation from the Plan. Administrative expenses are paid either directly by the Plan Sponsor or by the account of the participant.

Participant Contributions – The Plan consists of a basic Plan document and several supplements relating to certain locations and/or unions. Each supplement to the Plan document addresses eligibility, employer contributions and allocations, vesting, etc. which may be different from the basic Plan document. Each hourly employee who becomes eligible to participate in the Plan under the basic Plan document may contribute on a pretax basis, an amount in integral percentages up to 4% of annual compensation and also may elect to make an additional voluntary pretax contribution of whole percentages, subject to IRS limits. Qualified distributions from other qualified retirement plans can also be contributed to the Plan and retained as a rollover contribution. In addition, participants 50 years of age or older may elect to make a catch-up deferral contribution of up to $5,500 for the year ended December 31, 2012.

Company Contributions – Under the basic Plan document, the Company matches 25% of the first 4% of pretax compensation contributed to the Plan by each participant for all participants who have completed one year of eligibility service and attained age 21. However, certain locations and/or unions may have varying Company matches from the basic Plan document and/or core contributions based on the supplement related to that location and/or union. The employer contribution for the year ended December 31, 2012 was $773,903. Contributions are subject to certain limitations.

Vesting – Participants are immediately vested in their voluntary contributions and rollover contributions plus actual earnings thereon. Participants may direct the investment of contributions on a daily basis into various investment options offered by the Plan.

Note 1 – Description of plan (continued)

Participants become vested in employer contributions and earnings in accordance with the following schedule:

Years of Service	Percent Vested
Less than 1 year	0%
1	20%
2	40%
3	60%
4	80%
5 or more	100%

Participant Accounts – Individual accounts are maintained for each participant and include participants' salary deferral contribution and rollover contributions, plus an allocation of the Plan Sponsor's matching contribution, core contributions, (if any) and plan earnings (losses), including realized and unrealized gains and losses on investments, and Plan expenses. Allocations are based on participant earnings or account balances, as defined.

Forfeited Accounts – Forfeitures arising with respect to former non-fully vested participants are first applied to restore any forfeited amounts for any former participant rehired before five consecutive one year breaks in service, then to pay for any administrative expenses of the Plan. Any remaining forfeitures may be used to reduce future employer contributions. During the year ended December 31, 2012, forfeitures used to reduce administrative expenses totaled $77,269 and forfeitures used to reduce employer contributions were $470. At December 31, 2012 and 2011, forfeited non-vested accounts totaled $613,265 and $651,949, respectively.

Payment of Benefits – On termination of service, a participant (or designated beneficiary) may elect to receive an amount equal to the value of the participant's vested interest in his account. The Plan allows for distributions upon termination of service, death, disability, attainment of age 59 ½, or in certain hardship situations. A participant may elect to receive a lump sum payment, an annuity, or may roll over the value of their account into another qualified plan. In the event a participant terminates or retires and the participant's vested account balance is less than $5,000, the balance will either be rolled into an IRA or paid out as a lump sum distribution at the discretion of the Company.

The Plan also allows, in certain hardship situations as defined in the Plan, participants to withdraw from their account balances while actively employed. These hardship withdrawals are subject to IRC restrictions and penalties.

Notes Receivable from Participants – The Plan does not offer notes to participants, with the exception of participants covered by the Blue Circle Heritage Cement Supplement ("Cement Supplement"). Participants under the Cement Supplement may receive a note from the Plan of up to 50% of their vested balance or $50,000, whichever is less. Interest rates on notes are commensurate with the interest rates charged by persons in the business of lending money for notes, which would be made under similar circumstances. The note is collateralized by the remainder of the participant's account and is paid back over a period not to exceed five years unless the note is for the purchase of a primary residence. Interest rates ranged from 4.25% to 9.25% at December 31, 2012 and December 31, 2011. Principal and interest are paid ratably through payroll deductions

Investment Options – Participants may direct Vanguard Fiduciary Trust Company, the Trustee, as to the investment of their account balances in accordance with guidelines established by the Plan. Participants may change their investment elections at any time. Transfers of account balances between elected investment options may also be made at any time.

Note 2 – Significant accounting policies

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

Investment Valuation and Income Recognition – Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

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 statement of net assets available for benefits presents the fair value of the investment contracts, as well as the adjustment of the fully benefit responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

The Plan's investment in the Vanguard Retirement Savings Trust, a common/collective trust, has underlying investments in fully benefit responsive investment contracts. The fair value of this investment is based on the expected future cash flows for each underlying contract discounted to present value, and the fair value of other underlying securities.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Benefits Paid to Participants – Benefits paid to participants are recorded when paid.

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

Fair Value Measurement – Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, Fair Value Measurement and Disclosures, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurements).

The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

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

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

Note 2 – Significant accounting policies (continued)

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

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

Common/collective trust – These investments are public investment vehicles valued using the NAV provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is classified within level 2 of the valuation hierarchy because the NAV's unit price is quoted on a private market that is not active; however, the unit price is based on underlying investments which are traded on an active market.

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.

Note 3 – Investments

Investments consist of various mutual funds and a common/collective trust that allow participants to diversify their holdings. Participants are afforded several investment options covering a wide range of investment objectives and risk. Participants may allocate their contributions on a daily basis across these options in any proportion they wish. Transfers of account balances between elected investment options may also be made at any time.

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

	December 31,	
	2012	2011
Vanguard Windsor II Fund	$ 7,527,991	$ 8,979,099
Vanguard 500 Index Fund	6,889,092	6,629,204
Vanguard Retirement Savings Trust	10,928,005	11,639,713
Vanguard Total Bond Market Index Fund	3,237,864	3,489,623
Janus Twenty Fund	3,043,156	2,683,871

As described in Note 2, the Plan is invested in the Vanguard Retirement Savings Trust ("VRST") at December 31, 2012 and 2011, and is applying the practical expedient to value the fund. The investment objectives seek the preservation of principal and to provide interest income reasonably obtained under prevailing market conditions and rates, consistent with seeking to maintain required liquidity. Participants' ownership of the VRST is represented as units. Units are issued and redeemed daily at the VRST's NAV. The issuance and redemption terms of the VRST are consistent with those of the underlying assets.

Note 3 – Investments (continued)

Participants ordinarily may direct the withdrawal or transfer of all or a portion of their investment in the VRST at contract value. Contract value represents contributions made to the VRST, plus earnings, less participant withdrawals and administrative expenses. The VRST imposes certain restrictions on the Plan, and the SAT itself may be subject to circumstances that impact its ability to transact at contract value, as described in the following paragraphs. Plan management believes the occurrence of events that would cause the VRST to transact at less than contract value is not probable.

The VRST invests in synthetic guaranteed investment contracts ("synthetic GICs"), which are portfolios of debt securities or units of collective trusts and enters into wrap contracts issued by third parties. A wrap contract is an agreement by another party, such as a bank or insurance company, to make payments to the VRST in certain circumstances. Wrap contracts are designed to allow a stable value portfolio to maintain a constant NAV and protect a portfolio in extreme circumstances. In a typical wrap contract, the wrap issuer agrees to pay a portfolio the difference between the contract value and the market value of the underlying assets once the market value has been totally exhausted.

The following events may limit the ability of the Plan to transact at contract value:

- Termination of the Plan
- A material adverse change to the provision of the Plan
- The employer elects to withdraw from a wrapper contract in order to switch to a different investment provider.
- The terms of a successor Plan do not meet the wrapper contract issuer's underwriting criteria for issuance of a clone wrapper contract.

The average yields of the investment contracts held by the VRST for the year ended December 31, 2012 are as follows:

Based on actual earnings – 2.22%

Based on interest rate credited to participants – 1.82 %

The VRST is unlikely to maintain a stable NAV if, for any reason, it cannot obtain or maintain wrap contracts covering all of its underlying assets that are not otherwise invested in money market funds. For example, this could result from the SAT's inability to promptly find a replacement wrap contract following termination of a wrap contract. The wrap issuer's ability to meet its contractual obligations under the wrap contracts may be affected by future economic and regulatory developments. In the event that wrap contracts fail to perform as intended, the VRST's NAV may decline if the market value of its assets declines.

Note 4 – Tax status

The Plan has received its latest determination letter from the IRS dated June 9, 2008 stating that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (the "Code"). Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC, that it has no income subject to business income tax, and that the Plan continues to be tax exempt.

Note 4 – Tax status (continued)

GAAP requires Plan Management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. Plan Management has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012 and 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to audit by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. Plan Management believes it is no longer subject to income tax examinations for years prior to 2009.

Note 5 – Plan termination

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan subject to the provisions of ERISA. In the event of the Plan's termination, participants will become fully vested in their accounts.

Note 6 – Risks and uncertainties

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

Note 7 – Information certified by Vanguard Fiduciary Trust Company

The Plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by Vanguard Fiduciary Trust Company, the Trustee, except for comparing such information certified by the Trustee to information included in the Plan's financial statements and supplemental schedule of assets held at end of year.

Vanguard Fiduciary Trust Company has supplied the Plan administrator with a certification as to the completeness and accuracy of all investment information presented in the accompanying statement of net assets available for benefits as of December 31, 2012 and 2011, the statements of changes in net assets available for benefits for the year ended December 31, 2012, and the supplemental schedule of assets held at end of year (2012).

The following information and related data included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by the Trustee:

Note 7 – Information certified by Vanguard Fiduciary Trust Company (continued)

	2012	2011
Investments at fair value:		
Mutual funds	$ 41,564,534	$ 41,667,617
Common/collective trust	$ 10,928,005	$ 11,639,713
	$ 52,492,539	$ 53,307,330
Notes receivable from participants	$ 442,642	$ 520,645

	Year ended December 31, 2012
Investment income	
Net appreciation in fair value of mutual funds	$ 4,856,139
Dividends income from mutual funds	$ 259,330
Dividends income common/collective trust	$ 957,213

Note 8 – Party-in-interest transactions

Certain Plan investments are shares of mutual funds managed by the Trustee, and therefore, these transactions qualify as parties-in-interest transactions for which a statutory exemption exists under the Department of Labor Regulations. Total fees paid by the Plan to the Trustee amounted to $50,310 and $52,363 for the years ended December 31, 2012 and 2011 respectively.

Note 9 – Fair value measurements

Below are the Plan's financial instruments carried at fair value on a recurring basis by the Fair Value Topic hierarchy levels described in Note 2.

	As of December 31, 2012			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Assets:				
Mutual funds				
Short-term reserves	$ 630,077	$ -	$ -	$ 630,077
Bond funds	4,578,258	-	-	4,578,258
Balanced funds	12,050,114	-	-	12,050,114
Domestic stock funds	21,021,731	-	-	21,021,731
International funds	3,284,354	-	-	3,284,354
Common/collective trusts	-	10,928,005	-	10,928,005
Total assets	$ 41,564,534	$ 10,928,005	$ -	$ 52,492,539

Note 9 – Fair value measurements (continued)

	As of December 31, 2011			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Assets:				
Mutual funds				
Short-term reserves	$ 668,754	$ -	$ -	$ 668,754
Bond funds	4,768,155	-	-	4,768,155
Balanced funds	11,102,194	-	-	11,102,194
Domestic stock funds	22,226,537	-	-	22,226,537
International funds	2,901,977	-	-	2,901,977
Common/collective trusts	-	11,639,713	-	11,639,713
Total assets	$ 41,667,617	$ 11,639,713	$ -	$ 53,307,330

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2012 and 2011, respectively.

December 31, 2012	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Period Notice
Common/collective trust – Vanguard Retirement Savings Trust	$ 10,928,005	n/a	Daily	30 days

December 31, 2011	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Period Notice
Common/collective trust – Vanguard Retirement Savings Trust	$ 11,639,713	n/a	Daily	30 days

Note 10 – Significant plan transactions

During 2011, the Company entered into three significant transactions that resulted in the sale or exchange of divisions and their eligible Plan participants. These transactions include a purchase agreement with Argos USA Corp dated May 12, 2011, an asset exchange agreement with Martin Marietta Materials, Inc. dated September 30, 2011, and an asset exchange agreement with the Vulcan Parties (as defined in the agreement) dated October 3, 2011.

Accordingly, the Plan has been amended to fully vest the benefits of participants deemed to be eligible employees as of the closing date of the agreements, and to provide for eligible continuing employees to receive core contributions as defined by the Plan. Participants became eligible for distribution of their fully vested balance upon the agreement execution date.

Note 11 – Subsequent events

Subsequent to December 31, 2012, the Company entered into a significant transaction that resulted in the sale of a division and its eligible Plan participants. The transaction includes the sale of the Company's Gypsum assets to an affiliate of Lone Star Funds dated August 30, 2013. Accordingly, the Plan has been amended to fully vest the benefits of participants deemed to be eligible employees as of the closing date of the agreements, and to provide for eligible continuing employees to receive core contributions as defined by the Plan. Participants became eligible for distribution of their fully vested balance upon the agreement execution date.

The plan has evaluated events through October 10, 2013, in connection with the preparation of these financial statements, which is the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

LAFARGE NORTH AMERICA INC. HOURLY 401(K) PLAN

EIN: 58-1290226; PLAN NUMBER: 020

SCHEDULE H, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

(a)	(b) Identity of Issue	(c) Description of Investment	(d) Cost	(e) Current Value
Mutual funds				
	Alger Mid Cap Growth Fund	Mutual fund	$ -	$ 654
	CRM Mid Cap Value Fund	Mutual fund	-	630,206
	Janus Twenty Fund	Mutual fund	-	3,043,156
	Lord Abbett Small Cap Blend	Mutual fund	-	99,598
	PIMCO Total Return Fund	Mutual fund	-	1,340,395
	Primecap Odyssey Growth Fund	Mutual fund	-	410,378
*	Vanguard 500 Index Fund	Mutual fund	-	6,889,092
*	Vanguard Emerging Markets Stock Index Fund	Mutual fund	-	696,160
*	Vanguard Extend Market Index Fund	Mutual fund	-	2,420,658
*	Vanguard International Growth Fund	Mutual fund	-	1,691,217
*	Vanguard International Value Fund	Mutual fund	-	896,978
*	Vanguard Prime Money Market	Mutual fund	-	630,077
*	Vanguard Target Retirement 2010	Mutual fund	-	441,036
*	Vanguard Target Retirement 2015	Mutual fund	-	1,712,976
*	Vanguard Target Retirement 2020	Mutual fund	-	1,968,526
*	Vanguard Target Retirement 2025	Mutual fund	-	1,439,910
*	Vanguard Target Retirement 2030	Mutual fund	-	1,739,201
*	Vanguard Target Retirement 2035	Mutual fund	-	972,081
*	Vanguard Target Retirement 2040	Mutual fund	-	613,954
*	Vanguard Target Retirement 2045	Mutual fund	-	470,994
*	Vanguard Target Retirement 2050	Mutual fund	-	361,067
*	Vanguard Target Retirement 2055	Mutual fund	-	17,074
*	Vanguard Target Retirement Inc	Mutual fund	-	260,489
*	Vanguard Total Bond Market Index Fund	Mutual fund	-	3,237,864
*	Vanguard Wellington Fund	Mutual fund	-	2,052,806
*	Vanguard Windsor II Fund	Mutual fund	-	7,527,991
	Total mutual funds			41,564,534

LAFARGE NORTH AMERICA INC. HOURLY 401(K) PLAN

EIN: 58-1290226; PLAN NUMBER: 020

SCHEDULE H, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)

DECEMBER 31, 2012

(a)	(b) Identity of Issue	(c) Description of Investment	(d) Cost	(e) Current Value
Common/collective trust				
*	Vanguard Retirement Savings Trust	Common/collective trust	-	10,928,005
Other				
*	Notes receivable	Loans to participants, due from March 2013 to October 2017, with interest rates ranging from 4.25% - 9.25%	-	442,642
	Total		$ -	$ 52,935,181

* Denotes a party-in-interest.

(d) Cost information is not presented as these are participant directed accounts.

The above information has been certified by Vanguard Fiduciary Trust Company, the Trustee.

LAFARGE NORTH AMERICA, INC.
HOURLY 401(K) PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

As of and for the Years Ended December 31, 2012 and 2011

And Report of Independent Auditor

Cherry Bekaert LLP
CPAs & Advisors

LAFARGE NORTH AMERICA INC. HOURLY 401(K) PLAN
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Note: All other schedules required by Section 2520.130-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employment Retirement Security Act of 1974 have been omitted because they are not applicable.

LAFARGE NORTH AMERICA INC. HOURLY 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS		
Investments, at fair value	$ 52,492,539	$ 53,307,330
Receivables		
Employer contributions	150,367	268,436
Participant contributions	32,101	10,974
Notes receivable from participants	442,642	520,645
Total receivables	625,110	800,055
Total assets	53,117,649	54,107,385
LIABILITIES		
Benefit claims payable	3,213	-
Total liabilities	3,213	-
Adjustment from fair value to contract value for fully benefit responsive investment contracts	(550,141)	(538,995)
Net assets available for benefits	$ 52,564,295	$ 53,568,390

The accompanying notes to the financial statements are an integral part of this statement.

LAFARGE NORTH AMERICA INC. HOURLY 401(K) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2012

ADDITIONS	
Investment income	
Net appreciation in fair value of investments	$ 4,856,139
Interest and dividends	1,216,543
Total investment income	6,072,682
Contributions	
Participant contributions	2,668,979
Employer contributions	773,903
Participant rollovers	267,357
Total contributions	3,710,239
Interest from notes receivable from participants	17,370
Other income	7,815
Total additions	9,808,106
DEDUCTIONS	
Benefits paid to participants	10,720,486
Administrative expenses	91,715
Total deductions	10,812,201
Net decrease	(1,004,095)
Net assets available for benefits:	
Beginning of year	53,568,390
End of year	$ 52,564,295

The accompanying notes to the financial statements are an integral part of this statement.

Note 1 – Description of plan

The following is a brief description of the Lafarge North America Inc. Hourly 401(k) Plan (the "Plan") (formerly the "Lafarge North America Inc. 401(k) Plan for Hourly Compensated Employees") and is provided for general purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General – The Plan is a defined contribution plan and was created by Lafarge North America Inc. (the "Company" or "Plan Sponsor") on June 1, 1992 and was most recently amended and restated effective November 30, 2012. The Plan is a defined contribution plan and covers hourly employees of the Company at certain facilities who have completed any applicable eligibility requirements and who are not covered by another Company plan. The Plan is intended to qualify under Section 401(k) of the Internal Revenue Code ("IRC") and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

The Plan's assets are held in the custody of Vanguard Fiduciary Trust Company (the "Trustee").

Administrative Expenses – The Plan is administered by the Plan Sponsor. Certain administrative functions are performed by officers or employees of the Plan Sponsor. No such officer or employee receives compensation from the Plan. Administrative expenses are paid either directly by the Plan Sponsor or by the account of the participant.

Participant Contributions – The Plan consists of a basic Plan document and several supplements relating to certain locations and/or unions. Each supplement to the Plan document addresses eligibility, employer contributions and allocations, vesting, etc. which may be different from the basic Plan document. Each hourly employee who becomes eligible to participate in the Plan under the basic Plan document may contribute on a pretax basis, an amount in integral percentages up to 4% of annual compensation and also may elect to make an additional voluntary pretax contribution of whole percentages, subject to IRS limits. Qualified distributions from other qualified retirement plans can also be contributed to the Plan and retained as a rollover contribution. In addition, participants 50 years of age or older may elect to make a catch-up deferral contribution of up to $5,500 for the year ended December 31, 2012.

Company Contributions – Under the basic Plan document, the Company matches 25% of the first 4% of pretax compensation contributed to the Plan by each participant for all participants who have completed one year of eligibility service and attained age 21. However, certain locations and/or unions may have varying Company matches from the basic Plan document and/or core contributions based on the supplement related to that location and/or union. The employer contribution for the year ended December 31, 2012 was $773,903. Contributions are subject to certain limitations.

Vesting – Participants are immediately vested in their voluntary contributions and rollover contributions plus actual earnings thereon. Participants may direct the investment of contributions on a daily basis into various investment options offered by the Plan.

Note 1 – Description of plan (continued)

Participants become vested in employer contributions and earnings in accordance with the following schedule:

Years of Service	Percent Vested
Less than 1 year	0%
1	20%
2	40%
3	60%
4	80%
5 or more	100%

Participant Accounts – Individual accounts are maintained for each participant and include participants' salary deferral contribution and rollover contributions, plus an allocation of the Plan Sponsor's matching contribution, core contributions, (if any) and plan earnings (losses), including realized and unrealized gains and losses on investments, and Plan expenses. Allocations are based on participant earnings or account balances, as defined.

Forfeited Accounts – Forfeitures arising with respect to former non-fully vested participants are first applied to restore any forfeited amounts for any former participant rehired before five consecutive one year breaks in service, then to pay for any administrative expenses of the Plan. Any remaining forfeitures may be used to reduce future employer contributions. During the year ended December 31, 2012, forfeitures used to reduce administrative expenses totaled $77,269 and forfeitures used to reduce employer contributions were $470. At December 31, 2012 and 2011, forfeited non-vested accounts totaled $613,265 and $651,949, respectively.

Payment of Benefits – On termination of service, a participant (or designated beneficiary) may elect to receive an amount equal to the value of the participant's vested interest in his account. The Plan allows for distributions upon termination of service, death, disability, attainment of age 59 ½, or in certain hardship situations. A participant may elect to receive a lump sum payment, an annuity, or may roll over the value of their account into another qualified plan. In the event a participant terminates or retires and the participant's vested account balance is less than $5,000, the balance will either be rolled into an IRA or paid out as a lump sum distribution at the discretion of the Company.

The Plan also allows, in certain hardship situations as defined in the Plan, participants to withdraw from their account balances while actively employed. These hardship withdrawals are subject to IRC restrictions and penalties.

Notes Receivable from Participants – The Plan does not offer notes to participants, with the exception of participants covered by the Blue Circle Heritage Cement Supplement ("Cement Supplement"). Participants under the Cement Supplement may receive a note from the Plan of up to 50% of their vested balance or $50,000, whichever is less. Interest rates on notes are commensurate with the interest rates charged by persons in the business of lending money for notes, which would be made under similar circumstances. The note is collateralized by the remainder of the participant's account and is paid back over a period not to exceed five years unless the note is for the purchase of a primary residence. Interest rates ranged from 4.25% to 9.25% at December 31, 2012 and December 31, 2011. Principal and interest are paid ratably through payroll deductions

Investment Options – Participants may direct Vanguard Fiduciary Trust Company, the Trustee, as to the investment of their account balances in accordance with guidelines established by the Plan. Participants may change their investment elections at any time. Transfers of account balances between elected investment options may also be made at any time.

Note 2 – Significant accounting policies

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

Investment Valuation and Income Recognition – Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

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 statement of net assets available for benefits presents the fair value of the investment contracts, as well as the adjustment of the fully benefit responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

The Plan's investment in the Vanguard Retirement Savings Trust, a common/collective trust, has underlying investments in fully benefit responsive investment contracts. The fair value of this investment is based on the expected future cash flows for each underlying contract discounted to present value, and the fair value of other underlying securities.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Benefits Paid to Participants – Benefits paid to participants are recorded when paid.

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

Fair Value Measurement – Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, Fair Value Measurement and Disclosures, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurements).

The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

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

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

Note 2 – Significant accounting policies (continued)

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

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

Common/collective trust – These investments are public investment vehicles valued using the NAV provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is classified within level 2 of the valuation hierarchy because the NAV's unit price is quoted on a private market that is not active; however, the unit price is based on underlying investments which are traded on an active market.

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.

Note 3 – Investments

Investments consist of various mutual funds and a common/collective trust that allow participants to diversify their holdings. Participants are afforded several investment options covering a wide range of investment objectives and risk. Participants may allocate their contributions on a daily basis across these options in any proportion they wish. Transfers of account balances between elected investment options may also be made at any time.

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

	December 31,	
	2012	2011
Vanguard Windsor II Fund	$ 7,527,991	$ 8,979,099
Vanguard 500 Index Fund	6,889,092	6,629,204
Vanguard Retirement Savings Trust	10,928,005	11,639,713
Vanguard Total Bond Market Index Fund	3,237,864	3,489,623
Janus Twenty Fund	3,043,156	2,683,871

As described in Note 2, the Plan is invested in the Vanguard Retirement Savings Trust ("VRST") at December 31, 2012 and 2011, and is applying the practical expedient to value the fund. The investment objectives seek the preservation of principal and to provide interest income reasonably obtained under prevailing market conditions and rates, consistent with seeking to maintain required liquidity. Participants' ownership of the VRST is represented as units. Units are issued and redeemed daily at the VRST's NAV. The issuance and redemption terms of the VRST are consistent with those of the underlying assets.

Note 3 – Investments (continued)

Participants ordinarily may direct the withdrawal or transfer of all or a portion of their investment in the VRST at contract value. Contract value represents contributions made to the VRST, plus earnings, less participant withdrawals and administrative expenses. The VRST imposes certain restrictions on the Plan, and the SAT itself may be subject to circumstances that impact its ability to transact at contract value, as described in the following paragraphs. Plan management believes the occurrence of events that would cause the VRST to transact at less than contract value is not probable.

The VRST invests in synthetic guaranteed investment contracts ("synthetic GICs"), which are portfolios of debt securities or units of collective trusts and enters into wrap contracts issued by third parties. A wrap contract is an agreement by another party, such as a bank or insurance company, to make payments to the VRST in certain circumstances. Wrap contracts are designed to allow a stable value portfolio to maintain a constant NAV and protect a portfolio in extreme circumstances. In a typical wrap contract, the wrap issuer agrees to pay a portfolio the difference between the contract value and the market value of the underlying assets once the market value has been totally exhausted.

The following events may limit the ability of the Plan to transact at contract value:

- Termination of the Plan
- A material adverse change to the provision of the Plan
- The employer elects to withdraw from a wrapper contract in order to switch to a different investment provider.
- The terms of a successor Plan do not meet the wrapper contract issuer's underwriting criteria for issuance of a clone wrapper contract.

The average yields of the investment contracts held by the VRST for the year ended December 31, 2012 are as follows:

Based on actual earnings – 2.22%

Based on interest rate credited to participants – 1.82 %

The VRST is unlikely to maintain a stable NAV if, for any reason, it cannot obtain or maintain wrap contracts covering all of its underlying assets that are not otherwise invested in money market funds. For example, this could result from the SAT's inability to promptly find a replacement wrap contract following termination of a wrap contract. The wrap issuer's ability to meet its contractual obligations under the wrap contracts may be affected by future economic and regulatory developments. In the event that wrap contracts fail to perform as intended, the VRST's NAV may decline if the market value of its assets declines.

Note 4 – Tax status

The Plan has received its latest determination letter from the IRS dated June 9, 2008 stating that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (the "Code"). Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC, that it has no income subject to business income tax, and that the Plan continues to be tax exempt.

Note 4 – Tax status (continued)

GAAP requires Plan Management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. Plan Management has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012 and 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to audit by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. Plan Management believes it is no longer subject to income tax examinations for years prior to 2009.

Note 5 – Plan termination

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan subject to the provisions of ERISA. In the event of the Plan's termination, participants will become fully vested in their accounts.

Note 6 – Risks and uncertainties

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

Note 7 – Information certified by Vanguard Fiduciary Trust Company

The Plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by Vanguard Fiduciary Trust Company, the Trustee, except for comparing such information certified by the Trustee to information included in the Plan's financial statements and supplemental schedule of assets held at end of year.

Vanguard Fiduciary Trust Company has supplied the Plan administrator with a certification as to the completeness and accuracy of all investment information presented in the accompanying statement of net assets available for benefits as of December 31, 2012 and 2011, the statements of changes in net assets available for benefits for the year ended December 31, 2012, and the supplemental schedule of assets held at end of year (2012).

The following information and related data included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by the Trustee:

Note 7 – Information certified by Vanguard Fiduciary Trust Company (continued)

	2012	2011
Investments at fair value:		
Mutual funds	$ 41,564,534	$ 41,667,617
Common/collective trust	$ 10,928,005	$ 11,639,713
	$ 52,492,539	$ 53,307,330
Notes receivable from participants	$ 442,642	$ 520,645

	Year ended December 31, 2012
Investment income	
Net appreciation in fair value of mutual funds	$ 4,856,139
Dividends income from mutual funds	$ 259,330
Dividends income common/collective trust	$ 957,213

Note 8 – Party-in-interest transactions

Certain Plan investments are shares of mutual funds managed by the Trustee, and therefore, these transactions qualify as parties-in-interest transactions for which a statutory exemption exists under the Department of Labor Regulations. Total fees paid by the Plan to the Trustee amounted to $50,310 and $52,363 for the years ended December 31, 2012 and 2011 respectively.

Note 9 – Fair value measurements

Below are the Plan's financial instruments carried at fair value on a recurring basis by the Fair Value Topic hierarchy levels described in Note 2.

	As of December 31, 2012			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Assets:				
Mutual funds				
Short-term reserves	$ 630,077	$ -	$ -	$ 630,077
Bond funds	4,578,258	-	-	4,578,258
Balanced funds	12,050,114	-	-	12,050,114
Domestic stock funds	21,021,731	-	-	21,021,731
International funds	3,284,354	-	-	3,284,354
Common/collective trusts	-	10,928,005	-	10,928,005
Total assets	$ 41,564,534	$ 10,928,005	$ -	$ 52,492,539

Note 9 – Fair value measurements (continued)

	As of December 31, 2011			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Assets:				
Mutual funds				
Short-term reserves	$ 668,754	$ -	$ -	$ 668,754
Bond funds	4,768,155	-	-	4,768,155
Balanced funds	11,102,194	-	-	11,102,194
Domestic stock funds	22,226,537	-	-	22,226,537
International funds	2,901,977	-	-	2,901,977
Common/collective trusts	-	11,639,713	-	11,639,713
Total assets	$ 41,667,617	$ 11,639,713	$ -	$ 53,307,330

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2012 and 2011, respectively.

December 31, 2012	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Period Notice
Common/collective trust – Vanguard Retirement Savings Trust	$ 10,928,005	n/a	Daily	30 days

December 31, 2011	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Period Notice
Common/collective trust – Vanguard Retirement Savings Trust	$ 11,639,713	n/a	Daily	30 days

Note 10 – Significant plan transactions

During 2011, the Company entered into three significant transactions that resulted in the sale or exchange of divisions and their eligible Plan participants. These transactions include a purchase agreement with Argos USA Corp dated May 12, 2011, an asset exchange agreement with Martin Marietta Materials, Inc. dated September 30, 2011, and an asset exchange agreement with the Vulcan Parties (as defined in the agreement) dated October 3, 2011.

Accordingly, the Plan has been amended to fully vest the benefits of participants deemed to be eligible employees as of the closing date of the agreements, and to provide for eligible continuing employees to receive core contributions as defined by the Plan. Participants became eligible for distribution of their fully vested balance upon the agreement execution date.

Note 11 – Subsequent events

Subsequent to December 31, 2012, the Company entered into a significant transaction that resulted in the sale of a division and its eligible Plan participants. The transaction includes the sale of the Company's Gypsum assets to an affiliate of Lone Star Funds dated August 30, 2013. Accordingly, the Plan has been amended to fully vest the benefits of participants deemed to be eligible employees as of the closing date of the agreements, and to provide for eligible continuing employees to receive core contributions as defined by the Plan. Participants became eligible for distribution of their fully vested balance upon the agreement execution date.

The plan has evaluated events through October 10, 2013, in connection with the preparation of these financial statements, which is the date the financial statements were available to be issued.

LAFARGE NORTH AMERICA INC. HOURLY 401(K) PLAN
EIN: 58-1290226; PLAN NUMBER: 020
SCHEDULE H, LINE 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

	(a)	(b) Identity of Issue	(c) Description of Investment	(d) Cost	(e) Current Value
Mutual funds					
		Alger Mid Cap Growth Fund	Mutual fund	$ -	$ 654
		CRM Mid Cap Value Fund	Mutual fund	-	630,206
		Janus Twenty Fund	Mutual fund	-	3,043,156
		Lord Abbett Small Cap Blend	Mutual fund	-	99,598
		PIMCO Total Return Fund	Mutual fund	-	1,340,395
		Primecap Odyssey Growth Fund	Mutual fund	-	410,378
	*	Vanguard 500 Index Fund	Mutual fund	-	6,889,092
	*	Vanguard Emerging Markets Stock Index Fund	Mutual fund	-	696,160
	*	Vanguard Extend Market Index Fund	Mutual fund	-	2,420,658
	*	Vanguard International Growth Fund	Mutual fund	-	1,691,217
	*	Vanguard International Value Fund	Mutual fund	-	896,978
	*	Vanguard Prime Money Market	Mutual fund	-	630,077
	*	Vanguard Target Retirement 2010	Mutual fund	-	441,036
	*	Vanguard Target Retirement 2015	Mutual fund	-	1,712,976
	*	Vanguard Target Retirement 2020	Mutual fund	-	1,968,526
	*	Vanguard Target Retirement 2025	Mutual fund	-	1,439,910
	*	Vanguard Target Retirement 2030	Mutual fund	-	1,739,201
	*	Vanguard Target Retirement 2035	Mutual fund	-	972,081
	*	Vanguard Target Retirement 2040	Mutual fund	-	613,954
	*	Vanguard Target Retirement 2045	Mutual fund	-	470,994
	*	Vanguard Target Retirement 2050	Mutual fund	-	361,067
	*	Vanguard Target Retirement 2055	Mutual fund	-	17,074
	*	Vanguard Target Retirement Inc	Mutual fund	-	260,489
	*	Vanguard Total Bond Market Index Fund	Mutual fund	-	3,237,864
	*	Vanguard Wellington Fund	Mutual fund	-	2,052,806
	*	Vanguard Windsor II Fund	Mutual fund	-	7,527,991
		Total mutual funds			41,564,534

LAFARGE NORTH AMERICA INC. HOURLY 401(K) PLAN
EIN: 58-1290226; PLAN NUMBER: 020
SCHEDULE H, LINE 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)

DECEMBER 31, 2012

(a)	(b) Identity of Issue	(c) Description of Investment	(d) Cost	(e) Current Value
Common/collective trust				
*	Vanguard Retirement Savings Trust	Common/collective trust	-	10,928,005
Other				
*	Notes receivable	Loans to participants, due from March 2013 to October 2017, with interest rates ranging from 4.25% - 9.25%	-	442,642
	Total		$ -	$ 52,935,181

* Denotes a party-in-interest.
(d) Cost information is not presented as these are participant directed accounts.

The above information has been certified by Vanguard Fiduciary Trust Company, the Trustee.