

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>LAFARGE NORTH AMERICA, INC. RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>05/01/1959</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>05/01/1959</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>05/01/1959</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>LAFARGE NORTH AMERICA, INC.</u> <u>12018 SUNRISE VALLEY DRIVE</u> <u>RESTON, VA 20191</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>58-1290226</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>703-480-3600</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>327300</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>58-1290226</u>	2c Sponsor's telephone number <u>703-480-3600</u>	2d Business code (see instructions) <u>327300</u>	
2b Employer Identification Number (EIN) <u>58-1290226</u>					
2c Sponsor's telephone number <u>703-480-3600</u>					
2d Business code (see instructions) <u>327300</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	<u>10/14/2013</u> Date	<u>LAUREEN STROHL</u> 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 ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address LAFARGE NORTH AMERICA, INC. 12018 SUNRISE VALLEY DRIVE RESTON, VA 20191		3b Administrator's EIN 58-1290226
		3c Administrator's telephone number 703-480-3600
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 10587
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 1966
b Retired or separated participants receiving benefits.....		6b 2058
c Other retired or separated participants entitled to future benefits.....		6c 3703
d Subtotal. Add lines 6a , 6b , and 6c		6d 7727
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....		6e 699
f Total. Add lines 6d and 6e		6f 8426
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....		6g
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h 32
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: 1A 1G		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ <u>0</u> A (Insurance Information) (4) ☐ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>LAFARGE NORTH AMERICA, INC. RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>LAFARGE NORTH AMERICA, INC.</u>	D Employer Identification Number (EIN) <u>58-1290226</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2012</u>
2	Assets:
a	Market value 2a <u>482448796</u>
b	Actuarial value 2b <u>476947423</u>
3	Funding target/participant count breakdown:
a	For retired participants and beneficiaries receiving payment..... 3a <u>3868</u> <u>269222234</u>
b	For terminated vested participants..... 3b <u>4213</u> <u>130165535</u>
c	For active participants:
(1)	Non-vested benefits..... 3c(1) <u>18456070</u>
(2)	Vested benefits..... 3c(2) <u>159047801</u>
(3)	Total active 3c(3) <u>2506</u> <u>177503871</u>
d	Total 3d <u>10587</u> <u>576891640</u>
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) ☒
a	Funding target disregarding prescribed at-risk assumptions 4a <u>574671839</u>
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor 4b <u>585770846</u>
5	Effective interest rate 5 <u>7.07 %</u>
6	Target normal cost..... 6 <u>16874271</u>

Statement by Enrolled Actuary

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

SIGN HERE	<u>10/10/2013</u> Date
<u>SHERI X. DECRISTOFARO, FSA EA</u> Signature of actuary	<u>11-06629</u> Most recent enrollment number
<u>TOWERS WATSON PENNSYLVANIA INC</u> Type or print name of actuary	<u>215-246-6000</u> Telephone number (including area code)
<u>CENTRE SQUARE EAST, 1500 MARKET ST PHILADELPHIA, PA 19102-4790</u> Firm name	
<u>Address of the firm</u>	

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

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

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>5.56</u> %		
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		21134628
b	Interest on (a) using prior year's effective interest rate of <u>6.32</u> % except as otherwise provided (see instructions)		1335708
c	Total available at beginning of current plan year to add to prefunding balance		22470336
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	82.99 %
15	Adjusted funding target attainment percentage	15	80.57 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	64.02 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/13/2012	11100000	0	09/04/2012	251923	0
05/01/2012	413084	0	10/15/2012	3000000	0
06/01/2012	1030825	0			
07/02/2012	320744	0			
07/13/2012	8500000	0			
08/01/2012	242046	0			
			Totals ►	18(b)	24858622
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	24114465
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No	
c If line 20a is "Yes," see instructions and complete the following table as applicable:		

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 59
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	16874271	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	99944217	6809021	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	23683292	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....			
36 Additional cash requirement (line 34 minus line 35)	36	23683292	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	24114465	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	431173	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☒ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☒ 2009 ☐ 2010 ☒ 2011		
42 Amount of acceleration adjustment	42	1061418	
43 Excess installment acceleration amount to be carried over to future plan years	43	0	

<p style="text-align: center;">SCHEDULE D (Form 5500)</p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p>	<p style="text-align: center;">DFE/Participating Plan Information</p> <p style="text-align: center; font-size: small;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center;">▶ File as an attachment to Form 5500.</p>	<p style="text-align: center; font-size: small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large;">2012</p> <hr/> <p style="text-align: center; font-size: small;">This Form is Open to Public Inspection.</p>
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

<p>A Name of plan <u>LAFARGE NORTH AMERICA, INC. RETIREMENT PLAN</u></p>	<p>B Three-digit plan number (PN) ▶ <u>001</u></p>	
<p>C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>LAFARGE NORTH AMERICA, INC.</u></p>	<p>D Employer Identification Number (EIN) <u>58-1290226</u></p>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: LAFARGE NORTH AMER, INC MASTER TRUS

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

c EIN-PN <u>22-3481535-001</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>465265706</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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. RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 LAFARGE NORTH AMERICA, INC.	D Employer Identification Number (EIN) 58-1290226	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	47800000	0
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	436391874	465265706
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	484191874	465265706

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	415394	798653
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	415394	798653

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	483776480	464467053
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	28100000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		28100000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(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)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		64105781
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		92205781

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	106422244	
(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)		106422244
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	5092964	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		5092964
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		111515208

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-19309427
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: **CHERRY BEKAERT 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:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
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.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

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

A Name of plan <u>LAFARGE NORTH AMERICA, INC. RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>LAFARGE NORTH AMERICA, INC.</u>	D Employer Identification Number (EIN) <u>58-1290226</u>

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	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>36-3046063</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>2003</u>

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☒ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☒ N/A

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

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

- a** Enter the percentage of plan assets held as:

Stock: 61.0% Investment-Grade Debt: 39.0% High-Yield Debt: _____% Real Estate: _____% Other: _____%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☒ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

**LAFARGE NORTH AMERICA INC.
RETIREMENT PLAN**

FINANCIAL STATEMENTS

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

And Report of Independent Auditor

LAFARGE NORTH AMERICA INC. RETIREMENT PLAN

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



Report of Independent Auditor

The Pension Committee
Lafarge North America Inc. Retirement Plan
Reston, Virginia

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Lafarge North America Inc. Retirement Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, 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 5, which was certified by The Northern 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 years then ended, 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.

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

The form and content of the information included in the financial statements 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 14, 2013

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

DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
ASSETS		
Investments in the Master Trust, at fair value	\$ 465,265,706	\$ 436,391,874
Employer contributions receivable	-	47,800,000
Total assets	<u>465,265,706</u>	<u>484,191,874</u>
LIABILITIES		
Administrative expenses payable	<u>798,653</u>	<u>415,394</u>
Net assets available for benefits	<u>\$ 464,467,053</u>	<u>\$ 483,776,480</u>

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

DECEMBER 31, 2012 AND 2011

	2012	2011
ADDITIONS		
Net investment income in the Master Trust	\$ 64,105,781	\$ 23,117,366
Employer contributions	<u>28,100,000</u>	<u>74,955,000</u>
Total additions	<u>92,205,781</u>	<u>98,072,366</u>
DEDUCTIONS		
Benefits paid	106,422,244	28,084,320
Administrative expenses	<u>5,092,964</u>	<u>3,316,285</u>
Total deductions	<u>111,515,208</u>	<u>31,400,605</u>
Net (decrease) increase	(19,309,427)	66,671,761
Net assets available for benefits at beginning of year	<u>483,776,480</u>	<u>417,104,719</u>
Net assets available for benefits at end of year	<u><u>\$ 464,467,053</u></u>	<u><u>\$ 483,776,480</u></u>

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

LAFARGE NORTH AMERICA INC. RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

Note 1 – Description of plan

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

General – The Plan was adopted by Lafarge North America Inc. (the Company) on January 1, 1998, amended and restated effective January 1, 2002, amended and restated effective January 1, 2008 and was most recently amended effective November 30, 2012. The Plan is a noncontributory defined benefit plan that provides for pension and disability benefits to salaried and certain hourly employees age 21 and older who have at least one year of eligible service. Effective January 1, 2009, benefits under the Plan were frozen. Employees who accept an offer of employment and first complete an hour of service with the Company on or after January 1, 2009 are not eligible. The Plan provides for normal retirement at age 65 or early retirement after age 55. The Plan also provides for disability benefits and special death benefits before or after retirement. The Plan is intended to qualify under Section 401(a) of the Internal Revenue Code (IRC) and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The assets of the Plan and certain other pension plans of the Company are held in the Lafarge North America Inc. Master Trust (Master Trust). During the years ended December 31, 2012 and 2011, assets in the Master Trust were held by The Northern Trust Company (the Trustee). Upon the order of the Company, the Trustee pays amounts to specified Plan beneficiaries. SEI Investments Company (SEI) currently acts as investment manager and has authority to invest and reinvest the Master Trust assets.

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

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

Note 2 – Significant accounting policies

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

Cash and Cash Equivalents – For purposes of the disclosure of investments in the Master Trust (see Note 5), the Plan considers all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents.

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

LAFARGE NORTH AMERICA INC. RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

Note 2 – Significant accounting policies (continued)

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

Estimates – The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein; disclosure of contingent assets and liabilities; and the actuarial present value of accumulated plan benefits at the date of the financial statements, and changes therein. Actual results could differ from those estimates.

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

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

Employer Contributions and Benefit Payments – Employer contributions and benefit payments to participants are specifically identified by the Plan Administrator with respect to each plan, as reflected in the accompanying statements of changes in net assets available for benefits. Benefit payments to participants are recorded upon distribution.

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

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

LAFARGE NORTH AMERICA INC. RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

Note 2 – Significant accounting policies (continued)

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.

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

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

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

Note 3 – Actuarial present value of accumulated plan benefits

The actuarial information is based on reports prepared by the Plan's actuary, Towers Watson, as of January 1, 2012. The actuarial calculations are based on participants becoming fully vested after five years of continuous service. The actuarial calculations are also based on the participants covered under the Plan as of January 1, 2012.

LAFARGE NORTH AMERICA INC. RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

Note 3 – Actuarial present value of accumulated plan benefits (continued)

The actuarial present value of accumulated plan benefits was calculated using the present value of accrued benefits method as required by the Pension Protection Act of 2006 (PPA). As of January 1, 2012, significant assumptions underlying the actuarial computations include an effective interest rate of 7.07%, the use of the RP-2000 Employees and RP-2000 Healthy Annuitants mortality tables used for the calculation of the current liability, and the assumption that retirement takes place at various ages, ranging from 55 to 65 and over. The actuarial value of assets was determined using the average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, with certain adjustments made for contributions, benefits, administrative expenses and expected earnings, whereas the actuarial value of assets was determined using the market value of assets including contributions receivable in the prior year. Additionally, the funding interest rate changed from IRS prescribed one-month average yield-curve based on bond yields during the October preceding the valuation date to the IRS prescribed segment rates without 3-year transition based on bond yields through the August preceding the valuation date. In accordance with the Preservation of Access to Care for Medicare Beneficiaries and Pension Relief Act, the Company elected to extend the amortization of the funding shortfall base established January 1, 2009 from 7 to 15 years.

Actuarial assumptions that changed since the prior year include the retirement and termination rates, target bonus percentages, the form of payment election assumption, and assumed benefit commencement date for the deferred vested benefit. In addition, participants affected by the events disclosed in Note 7 were assumed to terminate and retire, as applicable, in 2012.

Employer contributions to the Plan are calculated in accordance with the Company's policy of funding an amount within the minimum required and the maximum allowable contributions as calculated each year in accordance with the ERISA regulations. The Company's contributions for 2012 and 2011 exceeded the minimum funding requirements of ERISA.

The actuarial present value of accumulated plan benefits as of January 1, 2012 is as follows:

Vested benefits	
Participants currently receiving payments	\$ 262,000,547
Other participants	<u>286,777,940</u>
Total vested benefits	548,778,487
Non-vested benefits	<u>5,016,822</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 553,795,309</u>

LAFARGE NORTH AMERICA INC. RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

Note 3 – Actuarial present value of accumulated plan benefits (continued)

The following is a summary of the changes in the actuarial present value of accumulated plan benefits for the year ended January 1, 2012:

Actuarial present value of accumulated plan benefits, beginning of year	\$ 499,185,932
Increase (decrease) during the year attributable to:	
Benefits accumulated & non-investment experience	30,583,479
Increase for interest due to decrease in discount period	36,405,387
Benefits paid	(28,068,968)
Assumption changes	15,648,892
Plan amendments	<u>40,587</u>
Actuarial present value of accumulated plan benefits, end of year	<u>\$ 533,795,309</u>

Certain actuarial assumptions changed during 2012; the segment interest rates used to calculate the funding target and target normal cost, the required mortality table, and administrative expense assumptions were updated. Additionally, the unpredictable contingent event assumption and the special early retirement lump sum assumption were changed.

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

Note 4 – Income tax status

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

GAAP requires Plan Management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. Plan Management has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 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.

LAFARGE NORTH AMERICA INC. RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

Note 5 – Investment in the Master Trust

All investment information disclosed in the accompanying financial statements, including investments held at December 31, 2012 and 2011 and net investment income in the Master Trust for the years then ended, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by the Trustee. The Trustee has also certified the Plan's proportionate share of such items to be complete and accurate.

Each participating retirement plan has an undivided interest in the Master Trust. The assets of the Master Trust are held by the Trustee. At December 31, 2012 and 2011, the Plan's interest in the investments of the Master Trust was approximately 80.14% and 80.66%, respectively.

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

	December 31,	
	2012	2011
Investments at fair value, as determined by quoted market prices:		
Mutual funds	\$ 575,057,588	\$ 537,019,445
Cash and cash equivalents	5,502,180	3,984,936
	<u>\$ 580,559,768</u>	<u>\$ 541,004,381</u>

Investment income for the Master Trust was as follows:

	Year ended December 31,	
	2012	2011
Net appreciation in fair value of investments	\$ 64,032,942	\$ 13,649,830
Interest and dividends	15,047,090	15,106,965
	<u>\$ 79,080,032</u>	<u>\$ 28,756,795</u>

During the years ended December 31, 2012 and 2011, substantially all of the net appreciation in fair value of investments is attributable to mutual funds.

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

	December 31,	
	2012	2011
SEI Instl Invts Tr Large Cap Disciplined Equity Fund	\$ 101,074,314	\$ 98,886,163
SIIT Long Duration Bond Fund CI A	225,430,121	209,950,148
SEI Instl Managed Tr S&P 500 Index Fund CI E	101,191,869	99,048,602
SEI Instl Invts Tr World Equity Ex US Fund SHS CI A	94,239,475	77,733,679
SEI Instl Invts Tr Small Cap Fund CI A	53,121,809	51,420,853

LAFARGE NORTH AMERICA INC. RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

Note 6 – Fair Value of Financial Instruments

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

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

As of December 31, 2012				
	Level 1	Level 2	Level 3	Total Fair Value
Assets:				
Mutual funds				
Large-cap	\$ 101,074,314	\$ -	\$ -	\$ 101,074,314
Small-cap	53,121,809	-	-	53,121,809
International	94,239,475	-	-	94,239,475
Index	101,191,869	-	-	101,191,869
Fixed income	225,430,121	-	-	225,430,121
Cash and cash equivalents	5,502,180	-	-	5,502,180
Total assets	<u>\$ 580,559,768</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 580,559,768</u>
As of December 31, 2011				
	Level 1	Level 2	Level 3	Total Fair Value
Assets:				
Mutual funds				
Large-cap	98,866,163	-	-	98,866,163
Small-cap	51,420,853	-	-	51,420,853
International	77,733,679	-	-	77,733,679
Index	99,048,602	-	-	99,048,602
Fixed income	209,950,148	-	-	209,950,148
Cash and cash equivalents	3,984,936	-	-	3,984,936
Total assets	<u>\$ 541,004,381</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 541,004,381</u>

Note 7 – 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. The Company contributed \$825,000 to the Plan in October 2011 to reflect increase in funding target from the resulting Plan amendments.

LAFARGE NORTH AMERICA INC. RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

Note 8 – Party-in-interest transactions

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

Note 9 – Subsequent events

Subsequent to December 31, 2012, the Company entered into two significant transactions that resulted in the sale or exchange of divisions and their eligible Plan participants. These transactions include an asset exchange agreement with Oldcastle Materials dated July 19, 2013 and 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 14, 2013 in connection with the preparation of these financial statements, which is the date the financial statements were available to be issued.

ATTACHMENT TO THE 2012 SCHEDULE SB, LINE 26 - SCHEDULE OF ACTIVE PARTICIPANT DATA

		Schedule of Active Participant Data									
		Total Years of Credited Service									
Attained Age		<1	1 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	35 to 39	40 & up
<25	Count	0	25	0	0	0	0	0	0	0	0
	Average Earnings		46,251								
25 to 29	Count	0	78	54	3	0	0	0	0	0	0
	Average Earnings		59,310	64,675							
30 to 34	Count	0	61	147	46	0	1	0	0	0	0
	Average Earnings		72,337	76,782	80,186						
35 to 39	Count	0	49	133	109	21	2	0	0	0	0
	Average Earnings		77,934	89,819	95,782	94,243					
40 to 44	Count	0	62	154	101	36	13	1	0	0	0
	Average Earnings		73,992	98,926	91,972	116,334					
45 to 49	Count	0	46	146	88	34	64	10	0	0	0
	Average Earnings		79,832	90,889	104,547	107,573	106,453				
50 to 54	Count	0	45	114	90	38	84	30	16	1	0
	Average Earnings		74,164	82,985	97,678	96,448	88,408	101,346			
55 to 59	Count	0	34	62	83	26	116	17	35	15	1
	Average Earnings		71,794	78,321	94,719	79,814	92,329		76,585		
60 to 64	Count	0	12	42	36	14	37	17	8	6	6
	Average Earnings			84,599	83,839		83,732				
65 to 69	Count	0	1	12	8	0	3	2	1	1	1
	Average Earnings										
70 & up	Count	0	1	0	3	1	2	0	1	0	0
	Average Earnings										
		Average Age: 46.4					Average Service: 12.0				

Lafarge North America Inc. Retirement Plan
EIN 58-1290226
PN 001
Attachment to 2012 Schedule SB Part V – Statement of Actuarial Assumptions/Methods

Lafarge North America Inc. Retirement Plan

Assumptions and Methods

Economic Assumptions

Interest rate basis:

- | | |
|---|--|
| ▶ Applicable month | September 2011 based on yields through August preceding the valuation date |
| ▶ Yield curve basis | Segment rates |
| ▶ MAP-21 applied for funding | Yes |
| ▶ MAP-21 applied for benefit restrictions | Yes |

Interest rates:

	Not reflecting corridors:	Reflecting corridors:
▶ First segment rate	2.06%	5.54%
▶ Second segment rate	5.25%	6.85%
▶ Third segment rate	6.32%	7.52%

Lafarge North America Inc. Retirement Plan
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Attachment to 2012 Schedule SB Part V – Statement of Actuarial Assumptions/Methods

Methods

Valuation date	First day of plan year
Funding target	Present value of accrued benefits
Target normal cost	Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during plan year
Actuarial value of assets	<p>Average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of fair value, including discounted contributions receivable (discounted using the effective interest rate for the 2011 plan year).</p> <p>The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets.</p>
Benefits not valued	All significant benefits described in the Plan Provisions section of this report were valued except plant shutdown and other "unpredictable contingent event benefits" which are not valued until and unless the triggering event occurs (unless otherwise noted). Towers Watson has reviewed the plan provisions and, based on that review, is not aware of any significant benefits required to be valued that were not.
Change in assumptions and methods since prior valuation	<p>The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of September 2010 to September 2011 and to reflect the provisions of MAP-21.</p> <p>The required mortality table used to calculate the funding target and target normal cost was updated to include one additional year of projected mortality improvements.</p> <p>The administrative expense assumption was updated.</p> <p>For other changes, if applicable, see plan specific assumptions "Change in assumptions since prior year."</p>
Data sources	Towers Watson used asset data and retiree data supplied by the trustees. Lafarge North America Inc. furnished other participant data and the dates and amounts of the contributions that were paid in 2012. Data were reviewed for reasonableness and consistency, but no audit was performed. Assumptions or estimates were made by the Towers Watson actuaries when data were not available. We are not aware of any errors or omissions in the data that would have a significant effect on the results of our calculations.

Lafarge North America Inc. Retirement Plan
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Attachment to 2012 Schedule SB Part V – Statement of Actuarial Assumptions/Methods

Lafarge North America Inc. Retirement Plan Assumptions

Economic Assumptions

Effective Interest Rate 7.07%

Annual rates of increase in salaries Salaries increase varies by service.

Salary Increase Rates

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

Target bonus varies by salary grade.

Target Bonus

<i>Salary grade</i>	<i>Percentage</i>
30	70.00%
26-29	70.00%
23-25	56.00%
20-22	43.00%
17-19	34.00%
15-16	18.00%
13-14	12.00%
10E*-12	9.00%
2-10N**	6.00%

* Exempt

** Non-exempt

Lafarge North America Inc. Retirement Plan

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Attachment to 2012 Schedule SB Part V – Statement of Actuarial Assumptions/Methods

Demographic Assumptions

Mortality Separate rates for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, projected to 2027 using Scale AA) and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2019 using Scale AA)

Termination Sample rates varying by age and service for salaried employees.

Age	Service					
	< 1	1	2	3	4	5+
20	0.2500	0.2000	0.1700	0.1500	0.1300	0.1500
25	0.2500	0.2000	0.1700	0.1500	0.1300	0.1410
30	0.2500	0.2000	0.1700	0.1500	0.1300	0.1320
35	0.2500	0.2000	0.1700	0.1500	0.1300	0.1205
40	0.2500	0.2000	0.1700	0.1500	0.1300	0.1090
45	0.2500	0.2000	0.1700	0.1500	0.1300	0.0995
50	0.2500	0.2000	0.1700	0.1500	0.1300	0.0900
55	0.2500	0.2000	0.1700	0.1500	0.1300	0.0180

Sample rates varying by age and service for hourly employees.

Age	Service					
	< 1	1	2	3	4	5+
20	0.3000	0.2700	0.2500	0.2000	0.1800	0.1800
25	0.3000	0.2700	0.2500	0.2000	0.1800	0.1710
30	0.3000	0.2700	0.2500	0.2000	0.1800	0.1620
35	0.3000	0.2700	0.2500	0.2000	0.1800	0.1505
40	0.3000	0.2700	0.2500	0.2000	0.1800	0.1390
45	0.3000	0.2700	0.2500	0.2000	0.1800	0.1295
50	0.3000	0.2700	0.2500	0.2000	0.1800	0.1200
55	0.3000	0.2700	0.2500	0.2000	0.1800	0.0480

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Attachment to 2012 Schedule SB Part V – Statement of Actuarial Assumptions/Methods

Disability

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

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

Sample rates varying by age and sex for hourly employees.

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

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Attachment to 2012 Schedule SB Part V – Statement of Actuarial Assumptions/Methods

Retirement

Sample rates varying by age and service for salaried employees.

Age	Years of Service					
	< 21	21	22	23	24	25 +
55	0.0800	0.0800	0.0800	0.0800	0.0800	0.0800
56-58	0.0500	0.0500	0.0500	0.0500	0.0500	0.0500
59	0.1000	0.1000	0.1000	0.1000	0.1000	0.1000
60	0.1000	0.1000	0.1000	0.1000	0.1000	0.2500
61	0.1200	0.1200	0.1200	0.1200	0.2500	0.2500
62	0.3000	0.3000	0.3000	0.5000	0.5000	0.5000
63	0.2000	0.2000	0.5000	0.5000	0.5000	0.5000
64	0.2000	0.5000	0.5000	0.5000	0.5000	0.5000
65	0.5000	0.5000	0.5000	0.5000	0.5000	0.5000
66	0.5000	0.5000	0.5000	0.5000	0.5000	0.5000
67	1.0000	1.0000	1.0000	1.0000	1.0000	1.0000

Sample rates varying by age and service for hourly employees.

Age	Years of Service					
	< 21	21	22	23	24	25 +
55	0.0800	0.0800	0.0800	0.0800	0.0800	0.0800
56-57	0.1000	0.1000	0.1000	0.1000	0.1000	0.1000
58-59	0.1500	0.1500	0.1500	0.1500	0.1500	0.1500
60	0.1500	0.1500	0.1500	0.1500	0.1500	0.2500
61	0.1000	0.1000	0.1000	0.1000	0.2500	0.2500
62	0.2500	0.2500	0.2500	0.5000	0.5000	0.5000
63	0.1500	0.1500	0.5000	0.5000	0.5000	0.5000
64	0.1500	0.5000	0.5000	0.5000	0.5000	0.5000
65	0.5000	0.5000	0.5000	0.5000	0.5000	0.5000
66	0.5000	0.5000	0.5000	0.5000	0.5000	0.5000
67	1.0000	1.0000	1.0000	1.0000	1.0000	1.0000

Deferred vested benefit
commencement date

Current inactive: earlier of unreduced retirement age or age 62;
current active: earlier of age 62 with 5 years of vesting service or age
65

Lafarge North America Inc. Retirement Plan
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Attachment to 2012 Schedule SB Part V – Statement of Actuarial Assumptions/Methods

Form of payment	30% Life annuity 25% 50% Joint and Survivor annuity 30% 100% Joint and Survivor annuity 15% Ten year certain and life annuity
Percent married	75% of males; 75% of females
Spouse age	Wife three years younger than husband
Valuation pay	Base pay for the prior year increased by salary scale plus estimated bonus (bonus is estimated based on pay grade bonus percentage multiplied by prior year base pay)
Unpredictable contingent event assumptions	15% rate of active participants assumed to be terminated during 2012 through divestitures or restructuring. Participants meeting eligibility will receive special early retirement and are assumed to elect a partial lump sum.
Administrative expense	\$3,835,000
Lump sum assumptions	Mortality: 2012 IRS 417(e) mortality table Interest: 2012 IRS 417(e) segment rates (1.99%, 4.47%, 5.26%)
At-risk assumptions	For at-risk calculations, all participants eligible to elect benefits during the current and subsequent 10 plan years are assumed to commence benefits at the earliest possible date under the plan, but not before the end of the current plan year, except in accordance with the regular valuation assumptions. In addition, all participants eligible for special early retirement lump sum benefits elect immediate lump sums; in other cases all participants (not just those eligible to begin benefits within the next 11 years) are assumed to elect the most valuable form of benefit payment under the plan.
Change in assumptions since prior year	Unpredictable contingent event assumption was increased to 15% for 2012. Participants eligible for special early retirement are assumed to elect a partial lump sum.

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

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

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

OMB No. 1210-0110

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

► **Round off amounts to nearest dollar.**► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan Lafarge North America Inc. Retirement Plan	B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Lafarge North America Inc.	D Employer Identification Number (EIN) 58-1290226
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2012</u>		
2 Assets:		
a Market value	2a	482,448,796
b Actuarial value	2b	476,947,423
3 Funding target/participant count breakdown:	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a 3,868	269,222,234
b For terminated vested participants.....	3b 4,213	130,165,535
c For active participants:		
(1) Non-vested benefits	3c(1)	18,456,070
(2) Vested benefits	3c(2)	159,047,801
(3) Total active.....	3c(3) 2,506	177,503,871
d Total.....	3d 10,587	576,891,640
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☒		
a Funding target disregarding prescribed at-risk assumptions	4a	574,671,839
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b	585,770,846
5 Effective interest rate	5	7.07 %
6 Target normal cost.....	6	16,874,271

Statement by Enrolled Actuary

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

SIGN HERE	Sheri X. DeCristofaro	October 10, 2013
	Signature of actuary	Date
	Sheri X. DeCristofaro, FSA EA	11-06629
	Type or print name of actuary	Most recent enrollment number
	TOWERS WATSON PENNSYLVANIA INC	(215) 246-6000
	Firm name	Telephone number (including area code)
	CENTRE SQUARE EAST, 1500 MARKET ST	
	PHILADELPHIA PA 19102-4790	
	Address of the firm	

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

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

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>5.56</u> %		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		21,134,628
	b Interest on (a) using prior year's effective interest rate of <u>6.32</u> % except as otherwise provided (see instructions)		1,335,708
	c Total available at beginning of current plan year to add to prefunding balance		22,470,336
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	0	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	82.99 %
15	Adjusted funding target attainment percentage	15	80.57 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	64.02 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/13/2012	11,100,000		09/04/2012	251,923	
05/01/2012	413,084		10/15/2012	3,000,000	
06/01/2012	1,030,825				
07/02/2012	320,744				
07/13/2012	8,500,000				
08/01/2012	242,046				
			Totals ►	18(b)	18(c)
				24,858,622	0

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

a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	24,114,465

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:			
a Segment rates:	1st segment: 5.54 %	2nd segment: 6.85 %	3rd segment: 7.52 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 59
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.		☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.		☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.		☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment		27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....		31a	16,874,271
b Excess assets, if applicable, but not greater than line 31a		31b	0
32 Amortization installments:		Outstanding Balance	
a Net shortfall amortization installment.....		99,944,217	6,809,021
b Waiver amortization installment		0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount		33	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..		34	23,683,292
		Carryover balance	Prefunding balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....		36	23,683,292
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)		37	24,114,465
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	431,173
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances		38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)		39	0
40 Unpaid minimum required contributions for all years		40	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected		☐ 2 plus 7 years ☒ 15 years	
b Eligible plan year(s) for which the election in line 41a was made		☐ 2008 ☒ 2009 ☐ 2010 ☒ 2011	
42 Amount of acceleration adjustment		42	1,061,418
43 Excess installment acceleration amount to be carried over to future plan years		43	0

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Attachment to 2012 Form 5500 Schedule SB, Line 15, Reconciliation of differences between valuation results and amounts used to calculate AFTAP

The AFTAP was certified after the valuation was performed. The AFTAP was certified as follows:

All monetary amounts shown in US Dollars

Plan Year Beginning	1/1/2012
Actuarial value of assets as of 1/1/2012 ¹	\$476,947,423
Funding standard carryover balance at 1/1/2012	\$0
Prefunding balance at 1/1/2012	\$0
Funding target at 1/1/2012 (disregarding at-risk assumptions) ²	\$574,671,839
AVA/funding target (disregarding at-risk assumptions)	82.99%
Assets for AFTAP calculation ³	\$476,947,423
Annuity purchases for NHCEs during 2010 and 2011	\$0
Reflection of post valuation date events not previously reflected	
Increase in funding target (disregarding at-risk assumptions) for 2012 amendments/UCEBs/restored accruals ⁴	\$20,905,973
IRC §436 contributions made to enable plan amendments/UCEBs/restored accruals to take effect ⁵	\$2,967,054
Adjusted funding target, disregarding at-risk assumptions (includes NHCE annuity purchases and amendments/UCEBs/restored accruals)	\$595,577,812
Adjusted assets (includes NHCE annuity purchases and IRC §436 contributions)	\$479,914,477
Specific AFTAP	
Adjusted Funding Target Attainment Percentage (AFTAP)	80.57%

Notes

1. Reflects discounted contributions made for the 2011 plan year only if paid on or before the certification date.
2. Reflects changes to the deferred vested participant data that have been identified since the September 30, 2012 certification as a result of the lump sum window (200 terminated vested participants removed from the January 1, 2012 census data)
3. AVA if AVA/Funding Target (disregarding at-risk assumptions) >=100%; otherwise (AVA-funding balance)
4. Includes the following:
 - a. \$9,128,035 increase in Funding Target attributable to 86 specific participants reported by Lafarge who became eligible for and commenced benefits under special early retirement (unpredictable contingent event benefit) during 2012 through the date of this certification. See the Appendices of the September 30, 2012 report for the description of the valuation of other unpredictable contingent event benefits.
 - b. \$11,754,516 increase in Funding Target attributable to the lump sum window amendment (Amendment #12)
 - c. \$23,422 attributable to the vesting of participants involved in the Eagle transaction (Amendment #13)
 These benefits are documented in the Appendices of the September 30, 2012 report and the Supplemental Information section. There were no benefit accruals which were restored during the plan year.
5. Present value of a \$3,000,000 contribution under IRC §436 made on February 29, 2012 to permit a plan amendment to be effective. The funding target liability also reflects the value of the benefit improvements.

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Attachment to 2012 Form 5500, Schedule SB, Line 22: Weighted Average Retirement Age

Each Employee is assumed to retire in accordance with the table of retirement rates. The weighted average retirement age is derived by applying these rates to an employee with the characteristics at plan entry of an average current plan participant. The average participant entered the plan at age 34. The average participant age is 46 and the average participant service is 12. The number of employees expected to retire at each potential age is shown below. The weighted average retirement age is 59. The weighted average retirement age is computed as follows:

Salaried:

(A) <u>Age</u>	(B) Probability of Attaining <u>Age</u>	(C) Retirement <u>Rate</u>	(D) Percentage Retiring <u>at Each Age</u>	(A) * (D)
55	1.000	0.080	0.080	4.400
56	0.920	0.050	0.046	2.576
57	0.874	0.050	0.044	2.491
58	0.830	0.050	0.042	2.408
59	0.789	0.100	0.079	4.654
60	0.710	0.250	0.177	10.649
61	0.532	0.250	0.133	8.120
62	0.399	0.500	0.200	12.379
63	0.200	0.500	0.100	6.289
64	0.100	0.500	0.050	3.195
65	0.050	0.500	0.025	1.622
66	0.025	0.500	0.012	0.824
67	0.012	1.000	0.012	<u>0.836</u>

Weighted Average Retirement Age (Salaried) 58.782

Hourly:

(A) <u>Age</u>	(B) Probability of Attaining <u>Age</u>	(C) Retirement <u>Rate</u>	(D) Percentage Retiring <u>at Each Age</u>	(A) * (D)
55	1.000	0.080	0.080	4.400
56	0.920	0.100	0.092	5.152
57	0.828	0.100	0.083	4.720
58	0.745	0.150	0.112	6.483
59	0.633	0.150	0.095	5.606
60	0.538	0.250	0.135	8.076
61	0.404	0.250	0.101	6.158
62	0.303	0.500	0.151	9.388
63	0.151	0.500	0.076	4.770
64	0.076	0.500	0.038	2.423
65	0.038	0.500	0.019	1.230
66	0.019	0.500	0.009	0.625
67	0.009	1.000	0.009	<u>0.634</u>

Weighted Average Retirement Age (Hourly) 59.665

Weighted Average Retirement Age for LNARP 58.899

Lafarge North America Inc. Retirement Plan (LNARP)

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Attachment to 2012 Schedule SB, Line 4 – Additional Information for Plans in At-Risk Status

For at-risk calculations, all participants eligible to elect benefits during the current and subsequent 10 plan years are assumed to commence benefits at the earliest possible date under the plan, but not before the end of the current plan year. In addition, all participants eligible for special early retirement lump sum benefits elect immediate lump sums; in other cases all participants (not just those eligible to begin benefits within the next 11 years) are assumed to elect the most valuable form of benefit payment under the plan.

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Attachment to 2012 Schedule SB Part V – Summary of Plan Provisions

Lafarge North America Inc. Retirement Plan Plan Provisions

Effective Date	May 1, 1959
Sponsoring Employee	Lafarge North America Inc.
Covered Employees	<p>All salaried employees of Lafarge North America Inc. at the following locations:</p> <ul style="list-style-type: none">— The Corporate offices— U.S. Cement Region— Western Cement Region— Prior to May 13, 2002, the Pavers and Walls Division — Wixom of Lafarge North America Inc.— Aggregates, Concrete & Asphalt East and West— The Lafarge Gypsum Division <p>Mineral Solutions Inc. — All salaried and nonbargained, hourly employees</p> <p>Friday Harbor Sand & Gravel Co. — All salaried employees</p> <p>Prior to October 1, 1998, Anchor Water Company — All salaried employees</p> <p>Lafarge Canada Inc. — Those salaried employees who:</p> <ul style="list-style-type: none">— Transfer (or were transferred prior to July 1, 1994) to employment with Lafarge Canada Inc. directly from Lafarge North America Inc., and— Are (or were, with respect to transfers prior to July 1, 1994) employees of Lafarge North America Inc. at the time of such transfer <p>Prior to August 13, 2003, Lafarge Florida Inc. — All salaried employees</p>

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Prior to July 1, 2003, Tews Company — All salaried employees

Redland Quarries NY Inc. — All salaried and nonbargained, hourly employees

Redland Genstar, Inc. — All salaried and nonbargained, hourly employees at the following locations:
Branchville, Chase, Churchville, Frederick, Jessup, Landover, Marriotsville, Medford, Rockville,
Rosedale, Texas, Towson, and Joppa (hired before August 1, 2008), Maryland Plant

Lafarge West, Inc. — All salaried and nonbargained, hourly employees

Lafarge Southwest, Inc. — All salaried and nonbargained, hourly employees

Lafarge Dakota Inc. — All salaried employees

Cement Transport, Ltd. — All salaried employees

Lafarge Midwest, Inc. — All salaried employees

Presque Isle Corporation — All salaried employees

Whitestone Supply Company — All salaried employees

EO Stone Acquisition, Ltd — All salaried employees

Whitestone Supply Company of Lordstown— All salaried employees

Systech Environmental Corporation — All salaried and nonbargained, hourly employees

Tampa — all employees eligible to participate in the Lafarge North America Inc. Pension Plan for Hourly
Compensated Employees (Tampa) as of December 31, 2006

Non-Bargaining Unit Sites — All employees eligible to participate in the Lafarge North America Inc. Pension
Plan for Hourly Compensated Employees (Non-Bargaining Unit Sites) as of December 31, 2006.

Blue Circle Heritage — All employees eligible to participate in the Lafarge North America Inc. Retirement
Plan for Blue Circle Heritage Employees as of December 31, 2008.

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

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

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Participation Date

First day of the month following attainment of age 21

1,000 hours of service in the 12 month period following date of hire

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

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Definitions

Vesting service	One year for each 1,000-hour calendar year of employment by Lafarge North America Inc. following attainment of age 18
Credited service	<p>Credited service as defined as follows:</p> <p>Years and rounded months of service following attainment of age 21.</p> <p>Each participant who was both an active employee of Blue Circle North America Inc. ("BCNA") and a participant in the Blue Circle Inc. Pension Plan is entitled to service credit for periods of employment with BCNA prior to January 1, 2002 which are taken into account in determining the participant's credited service and eligibility service under the Blue Circle Inc. Pension Plan. A participant is not entitled to this service credit if he elects to receive a lump-sum distribution of his benefit under the Blue Circle Inc. Pension Plan.</p> <p>For purposes of determining the minimum accrued benefit as of December 31, 2001, Credited Service is defined as:</p> <p>Years and months of service before January 1, 1976 as a salaried employee (or an hourly employee transferring to salaried status) after age 30</p> <p>Years and months of service on or after January 1, 1976 and before January 1, 1985 and after age 25</p> <p>Years and months of service on or after January 1, 1985 and after age 21.</p>
Earnings	Compensation paid during a month to a covered employee, including overtime, commissions, annual performance bonuses and salary reductions for contributions under IRC Section 125 and 401(k) and excluding all other compensation. Compensation for a one-year period may not exceed \$200,000 (as adjusted for cost of living increases). For participant performing service at the Joppa, Illinois plan, earnings paid while represented by Local Union No 3907 of the United Mineworkers of America will be treated as earnings for the plan and included in Final average Earnings.
Final average earnings	The average of earnings for the 60 consecutive months out of the participant's last 120 months for which earnings is highest.
Primary Social Security benefit	The projected amount of the participant's primary Social Security benefit according to the law in effect at the date of termination of employment assuming continued employment with the plan sponsor to age 62.
Normal retirement date (NRD)	First day of the month coinciding with or next following the attainment age 65.

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Monthly pension benefit

- (i) A participant who reaches normal retirement is entitled to a benefit which is the greatest of:
- 1.33% of final average earnings for each year of credited service
- The amount the Employee would have received under the largest pension factor then in effect for retirements under Article 1 Section 1 of the Lafarge North America Inc. Pension Plan for Multi-Plant or under the Fredonia or Paulding Supplement to the Lafarge North America Inc. Hourly Pension Plan (Cement-Boilermakers) counting all years of continuous service.
- Minimum accrued benefit as of December 31, 2001:
- The benefit defined above cannot be less than the life annuity actuarial equivalent of the December 31, 2001 accrued benefit calculated under the prior benefit formula.
- In general the benefit formula prior to January 1, 2002 is:
- 1½% of final average earnings for each year of credited service (35 year maximum) less 1½% of the primary social security benefit for each year of credited service (33 1/3 year maximum)
- (ii) For participants of the Lafarge North America Inc. Pension Plan for Hourly Compensation Employees (Non-Bargaining Unit Sites) as of December 31, 2006, the monthly benefit is the sum of (a) \$15.50 multiplied by credited service to December 31, 2006 plus (b) the formula in (i) above but reflecting only post-2000 earnings and post-2000 credited service.
- (iii) For participants of the Lafarge North America Inc. Retirement Plan for Blue Circle Heritage Employees, the benefit payable under this plan will be reduced by the benefit payable under any offsetting plan. Offsetting plans are other defined benefit pension plans or retirement plans, including the Blue Circle Inc. Pension Plan, under which a benefit is determined, based on service with respect to which the participant is also entitled to credited service under this plan.
- Participants who elect to receive benefits from the Blue Circle Inc. Pension Plan in the form of a lump sum will not be entitled to receive credited service under this plan for periods of employment with Blue Circle prior to January 1, 2002.
- (iv) For Joppa participants who were participants in the North America Inc. Pension Plan for Hourly Compensated Employees (Multi-Plant), the benefit payable under this plan is reduced by the benefit payable under the Multi-Plant plan.

Monthly preretirement death benefit

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

Eligibility for Benefits

Normal retirement

Retirement on NRD

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Early retirement	First day of month coinciding with or following his 55th birthday. For participants who begin service on or after January 1, 2002, the completion of at least 5 years of vesting service is also required.
Postponed retirement	Retirement after NRD
Vested termination	Termination for reasons other than death or retirement after completing 5 years of vesting service. Participants employed on the closing date specified in the Vulcan Exchange, Martin Marietta Materials (MMM) Exchange, or Argos Purchase Agreements are 100% vested.
Disability	<p>Covered by Employer's LTD Plan: A participant who is unable to obtain gainful employment by reason of physical or mental disability, and if such disability continues for at least six months and the participant is eligible for company long-term disability benefits, will be eligible for plan disability benefits.</p> <p>Not covered by Employer's LTD Plan: A participant who incurs a disability that entitles him to Social Security disability benefits will be eligible for plan disability benefits commencing after any short-term disability benefits and/or workers compensation benefits have expired.</p>
Preretirement death benefit	Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse.
Special early retirement	<p>In connection with the disposition or closing of a facility or the restructuring of operations, employees meeting the following criteria:</p> <ul style="list-style-type: none"> ▶ Age 50 with 5 years of credited service, and ▶ Age plus credited service is at least 65, and ▶ If hired on or after January 1, 2002, 5 years of active participation

Benefits Paid Upon the Following Events

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

Early Retirement Reduction Factors

<u>Age at Which Benefit Commences</u>	<u>Early Retirement Factor</u>
64	1.00
63	1.00

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62	.94
61	.88
60	.82
59	.76
58	.70
57	.64
56	.58
55	.52

Postponed retirement	Greater of the monthly pension benefit based on average earnings and service at the actual retirement date or the monthly pension benefit at the actual retirement date that is actuarially equivalent to the benefit calculated at normal retirement date.
Vested termination	Monthly pension benefit is equal to the accrued normal retirement benefit as of the date of termination. If the benefit starts before normal retirement date, the benefit will be reduced using early retirement benefit reduction factors.
Disablement	<p>For covered employees:</p> <p>Covered by LTD Plan: Monthly pension benefit based on credited service the participant would have earned had he worked until normal retirement age and earnings rate received immediately prior to disablement. Benefits may be paid before normal retirement subject to early retirement reductions.</p> <p>Not Covered by LTD Plan: Monthly pension benefit based on credited service the participant would have earned had he continued employment during the period eligible to receive Social Security disability benefits and earning rate received immediately prior to disablement. The participant may elect immediate unreduced benefits payable as a life annuity.</p>
Preretirement death	Monthly preretirement death benefits on behalf of both active and terminated vested employees are reduced as described above.
Special early retirement	<p>Immediate commencement of unreduced monthly pension benefit equal to the accrued normal retirement benefit.</p> <p>Generally available to all participants age 50 with 65 points (age + service) in connection with the disposition or closing of a facility or the restructuring of operations. Under special early retirement, participants are eligible for the immediate commencement of an unreduced retirement.</p> <p>A special lump sum option is available for special early retirements from March 1, 2012 to January 1, 2013: the lump sum benefit is equal to the excess of the actuarial present value of the special early retirement pension over the actuarial present value of the early retirement pension or deferred vested pension, if not early retirement eligible. The amount of the lump sum payment may not exceed the lesser of (a) 50% of the present value of the special early pension or (b) the present value of the maximum allowable benefit guaranteed by the PBGC for 2012. The residual pension will be equal to special early</p>



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pension multiplied by one minus a fraction where the numerator is the lump sum payment made and denominator is the actuarial present value of the special early retirement pension.

Employees terminating prior to April 1, 2011 are also eligible for a pre-62 Social Security Supplement equal to the estimated Primary Social Security Benefit as in effect at early retirement date that would be payable at age 62 taking into account compensation before that date.

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Other Plan Provisions

Forms of payment

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

- ▶ 75% joint and survivor annuity
- ▶ 100% joint and survivor annuity
- ▶ Five year certain and life annuity
- ▶ Ten year certain and life annuity
- ▶ Fifteen year certain and life annuity
- ▶ Lump sum if the present value of the total benefit does not exceed \$7,500
- ▶ Partial lump sum for special early retirements from March 1, 2012 to January 1, 2013

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

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

Maximum on benefits and pay

All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective.

Future Plan Changes

Special early retirement lump sum option is available for special early retirements from March 1, 2012 to January 1, 2013.

No other future plan changes were recognized. Towers Watson is not aware of any future plan changes which are required to be reflected other than scheduled pension increases adopted before the valuation date (pension multiplier for minimum benefit from \$39.50 per month to \$40.50 per month).

Changes in Plan Provisions Since Prior Year

100% vesting was extended to participants employed on the closing date specified in the Vulcan Exchange, Martin Marietta Materials Exchange or Argos Purchase agreements.

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The plan was also amended to remove the Social Security Supplement which was payable to age 62 for participants retiring under special early retirement.

Finally, for certain Joppa employees, the earnings definition was extended to include periods during which the employees were covered by collective bargaining agreements. As a result of union decertification, credited service will include this period, however monthly pension benefits will be offset for benefits earned in other qualified pension plans sponsored by Lafarge.

Other Events

Effective October 3, 2011, Lafarge divested certain operations to Cementos Argos. As a result of the divestiture, over 350 employees participating in the plan were terminated from Lafarge. Effective December 10, 2011, Lafarge closed an asset swap with Martin Marietta Materials, Inc. As a result, over 400 employees participating in the plan were terminated from Lafarge. During 2011, Lafarge also entered into an asset swap with Vulcan Materials Company that affected a few participants. Vesting was granted to participants who were not vested. These divestitures are reflected in the data collected as of the valuation date.

Effective November 30, 2012, Lafarge divested certain operations in Kansas City, Missouri and Tulsa, Oklahoma to Eagle Materials. As a result, over 150 employees participating in the plan were terminated from Lafarge. Vesting was granted to participants who were not vested. This event is not explicitly recognized in the valuation.

During 2012, Lafarge ceased operations at Fredonia and idled a kiln at Joppa. Also during 2012, Lafarge reorganized its U.S. operations. As a result, approximately 185 employees participating in the plan were terminated from Lafarge. These events were not explicitly recognized in the valuation.

Lafarge offered certain deferred vested members an opportunity to elect a lump sum distribution of pension benefits. Lump sums totaling over \$67 million were distributed to 2,052 participants in December 2012. This event was not explicitly recognized in the valuation.

With the issuance of the Adjusted Funding Target Attainment Percentage (AFTAP) certification dated September 30, 2012, LNARP ceased partial restrictions and could pay accelerated forms of distribution in full.

Lafarge elected funding relief under the Preservation of Access to Care for Medicare Beneficiaries and Pension Relief Act of 2010 for plan years 2009 and 2011, and to employ the “15-year amortization” option.

Schedule SB, line 32 - Schedule of Amortization Bases

PN: 001

[illegible]

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Attachment to 2012 Schedule SB, Line 24 – Change in Non-Prescribed Actuarial Assumptions

The non-prescribed actuarial assumptions were reviewed and modified to reflect best estimates of future plan experience. As a result, the unpredictable contingent event assumption was increased to 15% for 2012. Participants eligible for special early retirement are assumed to elect a partial lump sum.