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|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br><br>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).<br><br><p style="text-align: center;">▶ <b>Complete all entries in accordance with the instructions to the Form 5500.</b></p> | OMB Nos. 1210-0110<br>1210-0089<br><br><div style="text-align: center; font-size: 24pt; font-weight: bold;">2014</div><br><br><b>This Form is Open to Public Inspection</b> |
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|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b>                                                                                            | <b>Annual Report Identification Information</b>                                                                                                                                                                                                                                                                                                 |
| For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u> |                                                                                                                                                                                                                                                                                                                                                 |
| <b>A</b> This return/report is for:                                                                      | <input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or<br><input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) _____ |
| <b>B</b> This return/report is:                                                                          | <input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report;<br><input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months).                                                                                                       |
| <b>C</b> If the plan is a collectively-bargained plan, check here. ....                                  | <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                        |
| <b>D</b> Check box if filing under:                                                                      | <input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program;<br><input type="checkbox"/> special extension (enter description)                                                                                                                                       |

|                                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                                  |                                                             |  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|------------------------------------------------------------------|-------------------------------------------------------------|--|
| <b>Part II</b>                                                                                                                                                                                                                       | <b>Basic Plan Information</b> —enter all requested information                                                                                                                                                                                                                                                                                                                         |                                                                     |                                                                  |                                                             |  |
| <b>1a</b> Name of plan<br><u>LAFARGE NORTH AMERICA, INC. RETIREMENT PLAN</u>                                                                                                                                                         | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;"><b>1b</b> Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2"><b>1c</b> Effective date of plan<br/><u>05/01/1959</u></td> </tr> </table>                                                                        | <b>1b</b> Three-digit plan number (PN) ▶                            | <u>001</u>                                                       | <b>1c</b> Effective date of plan<br><u>05/01/1959</u>       |  |
| <b>1b</b> Three-digit plan number (PN) ▶                                                                                                                                                                                             | <u>001</u>                                                                                                                                                                                                                                                                                                                                                                             |                                                                     |                                                                  |                                                             |  |
| <b>1c</b> Effective date of plan<br><u>05/01/1959</u>                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                                  |                                                             |  |
| <b>2a</b> Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)<br><u>LAFARGE NORTH AMERICA, INC.</u><br><br><u>13450 SUNRISE VALLEY DRIVE, ST.220</u><br><u>HERNDON, VA 20171</u> | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td><b>2b</b> Employer Identification Number (EIN)<br/><u>58-1290226</u></td> </tr> <tr> <td><b>2c</b> Plan Sponsor's telephone number<br/><u>703-480-3600</u></td> </tr> <tr> <td><b>2d</b> Business code (see instructions)<br/><u>327300</u></td> </tr> <tr> <td style="height: 40px;"></td> </tr> </table> | <b>2b</b> Employer Identification Number (EIN)<br><u>58-1290226</u> | <b>2c</b> Plan Sponsor's telephone number<br><u>703-480-3600</u> | <b>2d</b> Business code (see instructions)<br><u>327300</u> |  |
| <b>2b</b> Employer Identification Number (EIN)<br><u>58-1290226</u>                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                                  |                                                             |  |
| <b>2c</b> Plan Sponsor's telephone number<br><u>703-480-3600</u>                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                                  |                                                             |  |
| <b>2d</b> Business code (see instructions)<br><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.

|                                                                                                            |                                                   |            |                                                              |
|------------------------------------------------------------------------------------------------------------|---------------------------------------------------|------------|--------------------------------------------------------------|
| <b>SIGN HERE</b>                                                                                           | Filed with authorized/valid electronic signature. | 10/15/2015 | LAUREEN STROHL                                               |
|                                                                                                            | <b>Signature of plan administrator</b>            | Date       | Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b>                                                                                           |                                                   |            |                                                              |
|                                                                                                            | <b>Signature of employer/plan sponsor</b>         | Date       | Enter name of individual signing as employer or plan sponsor |
| <b>SIGN HERE</b>                                                                                           |                                                   |            |                                                              |
|                                                                                                            | <b>Signature of DFE</b>                           | 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)                       |

|                                                                                                                                                                                                                                                                                                                                                                                                                                       |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>3a</b> Plan administrator's name and address <input type="checkbox"/> Same as Plan Sponsor<br><br>BENEFIT ADMINISTRATION COMMITTEE<br><br>8700 W. BRYN MAWR ROAD, SUITE 300N<br>CHICAGO, IL 60631                                                                                                                                                                                                                                  |  | <b>3b</b> Administrator's EIN<br>58-1290226                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                       |  | <b>3c</b> Administrator's telephone number<br>773-372-1000                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>4</b> 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:<br><br><b>a</b> Sponsor's name                                                                                                                                                                                                                 |  | <b>4b</b> EIN<br><br><b>4c</b> PN                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>5</b> Total number of participants at the beginning of the plan year                                                                                                                                                                                                                                                                                                                                                               |  | <b>5</b> 8258                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>6</b> Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines <b>6a(1)</b> , <b>6a(2)</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).                                                                                                                                                                                                                                      |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>a(1)</b> Total number of active participants at the beginning of the plan year .....                                                                                                                                                                                                                                                                                                                                               |  | <b>6a(1)</b> 1304                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>a(2)</b> Total number of active participants at the end of the plan year .....                                                                                                                                                                                                                                                                                                                                                     |  | <b>6a(2)</b> 1058                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>b</b> Retired or separated participants receiving benefits .....                                                                                                                                                                                                                                                                                                                                                                   |  | <b>6b</b> 3901                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>c</b> Other retired or separated participants entitled to future benefits.....                                                                                                                                                                                                                                                                                                                                                     |  | <b>6c</b> 1474                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>d</b> Subtotal. Add lines <b>6a(2)</b> , <b>6b</b> , and <b>6c</b> . .....                                                                                                                                                                                                                                                                                                                                                         |  | <b>6d</b> 6433                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. ....                                                                                                                                                                                                                                                                                                                            |  | <b>6e</b> 733                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> . .....                                                                                                                                                                                                                                                                                                                                                                             |  | <b>6f</b> 7166                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) .....                                                                                                                                                                                                                                                                                       |  | <b>6g</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....                                                                                                                                                                                                                                                                                            |  | <b>6h</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....                                                                                                                                                                                                                                                                                                   |  | <b>7</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>8a</b> If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:<br>1A                                                                                                                                                                                                                                                                    |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>b</b> If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:                                                                                                                                                                                                                                                                           |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                                         |  | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                                                                                                                |
| <b>10</b> Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)                                                                                                                                                                                                                                                                     |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>a Pension Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)<br><br>(2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary<br><br>(3) <input checked="" type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary |  | <b>b General Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information)<br>(2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)<br>(3) <input type="checkbox"/> <b>A</b> (Insurance Information)<br>(4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information)<br>(5) <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)<br>(6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules) |

**Part III****Form M-1 Compliance Information (to be completed by welfare benefit plans)**

**11a** If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

**11b** Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

**11c** Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code \_\_\_\_\_

|                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                 |                                                                                                |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|
| <div>SCHEDULE SB<br/>(Form 5500)<br/><br/>Department of the Treasury<br/>Internal Revenue Service<br/><br/>Department of Labor<br/>Employee Benefits Security Administration<br/><br/>Pension Benefit Guaranty Corporation</div> | <div>Single-Employer Defined Benefit Plan<br/>Actuarial Information</div> <div>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).</div> <div>File as an attachment to Form 5500 or 5500-SF.</div> | <div>OMB No. 1210-0110</div> <div>2014</div> <div>This Form is Open to Public Inspection</div> |
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

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.

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

|                                                                                                                                                                                                           |                            |                           |                          |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|---------------------------|--------------------------|
| <b>1</b> Enter the valuation date: Month 01 Day 01 Year 2014                                                                                                                                              |                            |                           |                          |
| <b>2</b> Assets:                                                                                                                                                                                          |                            |                           |                          |
| <b>a</b> Market value                                                                                                                                                                                     | <b>2a</b>                  | 512587136                 |                          |
| <b>b</b> Actuarial value                                                                                                                                                                                  | <b>2b</b>                  | 481566573                 |                          |
| <b>3</b> Funding target/participant count breakdown                                                                                                                                                       | (1) Number of participants | (2) Vested Funding Target | (3) Total Funding Target |
| <b>a</b> For retired participants and beneficiaries receiving payment                                                                                                                                     | 4419                       | 367333548                 | 367333548                |
| <b>b</b> For terminated vested participants                                                                                                                                                               | 2535                       | 82769297                  | 82769297                 |
| <b>c</b> For active participants                                                                                                                                                                          | 1304                       | 112750138                 | 122822618                |
| <b>d</b> Total                                                                                                                                                                                            | 8258                       | 562852983                 | 572925463                |
| <b>4</b> If the plan is in at-risk status, check the box and complete lines (a) and (b)                                                                                                                   | <input type="checkbox"/>   |                           |                          |
| <b>a</b> Funding target disregarding prescribed at-risk assumptions                                                                                                                                       | <b>4a</b>                  |                           |                          |
| <b>b</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 | <b>4b</b>                  |                           |                          |
| <b>5</b> Effective interest rate                                                                                                                                                                          | <b>5</b>                   | 6.41%                     |                          |
| <b>6</b> Target normal cost                                                                                                                                                                               | <b>6</b>                   | 13806279                  |                          |

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.

|                                             |                               |                                        |
|---------------------------------------------|-------------------------------|----------------------------------------|
| <b>SIGN HERE</b>                            |                               | 10/01/2015                             |
|                                             | Signature of actuary          | Date                                   |
| DAVID WEBBER, FSA                           | Type or print name of actuary | 14-06137                               |
|                                             |                               | Most recent enrollment number          |
| TOWERS WATSON DELAWARE INC                  | Firm name                     | 703-258-8000                           |
|                                             |                               | Telephone number (including area code) |
| 901 NORTH GLEBE ROAD<br>ARLINGTON, VA 22203 | Address of the firm           |                                        |

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

| <b>Part II Beginning of Year Carryover and Prefunding Balances</b>                                                                                                   |                       |                        |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|------------------------|
|                                                                                                                                                                      | (a) Carryover balance | (b) Prefunding balance |
| <b>7</b> Balance at beginning of prior year after applicable adjustments (line 13 from prior year) .....                                                             | 0                     | 460000                 |
| <b>8</b> Portion elected for use to offset prior year's funding requirement (line 35 from prior year) .....                                                          | 0                     | 460000                 |
| <b>9</b> Amount remaining (line 7 minus line 8) .....                                                                                                                | 0                     | 0                      |
| <b>10</b> Interest on line 9 using prior year's actual return of <u>13.56</u> % .....                                                                                | 0                     | 0                      |
| <b>11</b> Prior year's excess contributions to be added to prefunding balance:                                                                                       |                       |                        |
| <b>a</b> Present value of excess contributions (line 38a from prior year) .....                                                                                      |                       | 29664                  |
| <b>b(1)</b> Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.71</u> % ..... |                       | 0                      |
| <b>b(2)</b> Interest on line 38b from prior year Schedule SB, using prior year's actual return .....                                                                 |                       | 4022                   |
| <b>c</b> Total available at beginning of current plan year to add to prefunding balance .....                                                                        |                       | 33686                  |
| <b>d</b> Portion of (c) to be added to prefunding balance .....                                                                                                      |                       |                        |
| <b>12</b> Other reductions in balances due to elections or deemed elections .....                                                                                    |                       |                        |
| <b>13</b> Balance at beginning of current year (line 9 + line 10 + line 11d – line 12) .....                                                                         | 0                     | 0                      |

| <b>Part III Funding Percentages</b>                                                                                                                                        |           |         |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------|
| <b>14</b> Funding target attainment percentage .....                                                                                                                       | <b>14</b> | 84.05 % |
| <b>15</b> Adjusted funding target attainment percentage .....                                                                                                              | <b>15</b> | 84.05 % |
| <b>16</b> Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement ..... | <b>16</b> | 78.90 % |
| <b>17</b> If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage .....                                        | <b>17</b> | %       |

| <b>Part IV Contributions and Liquidity Shortfalls</b>                                    |                                   |                                 |                          |                                   |                                 |
|------------------------------------------------------------------------------------------|-----------------------------------|---------------------------------|--------------------------|-----------------------------------|---------------------------------|
| <b>18</b> Contributions made to the plan for the plan year by employer(s) and employees: |                                   |                                 |                          |                                   |                                 |
| (a) Date<br>(MM-DD-YYYY)                                                                 | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees | (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees |
| 04/15/2014                                                                               | 7250000                           | 0                               |                          |                                   |                                 |
| 07/15/2014                                                                               | 7250000                           | 0                               |                          |                                   |                                 |
| 01/15/2015                                                                               | 2000000                           | 0                               |                          |                                   |                                 |
| 09/14/2015                                                                               | 3100000                           | 0                               |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
| <b>Totals ▶</b>                                                                          |                                   |                                 | <b>18(b)</b>             | 19600000                          | <b>18(c)</b> 0                  |

|                                                                                                                                                                                       |            |           |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|-----------|
| <b>19</b> Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:                                                  |            |           |
| <b>a</b> Contributions allocated toward unpaid minimum required contributions from prior years .....                                                                                  | <b>19a</b> | 0         |
| <b>b</b> Contributions made to avoid restrictions adjusted to valuation date .....                                                                                                    | <b>19b</b> | 0         |
| <b>c</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date .....                                                               | <b>19c</b> | 18796099  |
| <b>20</b> Quarterly contributions and liquidity shortfalls:                                                                                                                           |            |           |
| <b>a</b> Did the plan have a "funding shortfall" for the prior year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                                              |            |           |
| <b>b</b> If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |            |           |
| <b>c</b> 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   |
| 0                                                                                                                                                                                     | 0          | 0         |
|                                                                                                                                                                                       |            | (4) 4th 0 |

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

|                                                                                                                                                                                              |                        |                        |                        |                                                     |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|------------------------|------------------------|-----------------------------------------------------|
| <b>21</b> Discount rate:                                                                                                                                                                     |                        |                        |                        |                                                     |
| <b>a</b> Segment rates:                                                                                                                                                                      | 1st segment:<br>4.99 % | 2nd segment:<br>6.32 % | 3rd segment:<br>6.99 % | <input type="checkbox"/> N/A, full yield curve used |
| <b>b</b> Applicable month (enter code).....                                                                                                                                                  |                        |                        |                        | <b>21b</b> 4                                        |
| <b>22</b> Weighted average retirement age .....                                                                                                                                              |                        |                        |                        | <b>22</b> 61                                        |
| <b>23</b> Mortality table(s) (see instructions) <input type="checkbox"/> Prescribed - combined <input checked="" type="checkbox"/> Prescribed - separate <input type="checkbox"/> Substitute |                        |                        |                        |                                                     |

**Part VI Miscellaneous Items**

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

**Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years**

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

**Part VIII Minimum Required Contribution For Current Year**

|                                                                                                                                                                                      |                     |                    |               |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|--------------------|---------------|
| <b>31</b> Target normal cost and excess assets (see instructions):                                                                                                                   |                     |                    |               |
| <b>a</b> Target normal cost (line 6).....                                                                                                                                            | <b>31a</b>          | 13806279           |               |
| <b>b</b> Excess assets, if applicable, but not greater than line 31a .....                                                                                                           | <b>31b</b>          | 0                  |               |
| <b>32</b> Amortization installments:                                                                                                                                                 | Outstanding Balance | Installment        |               |
| <b>a</b> Net shortfall amortization installment.....                                                                                                                                 | 91358890            | 4970641            |               |
| <b>b</b> Waiver amortization installment .....                                                                                                                                       |                     | 0                  |               |
| <b>33</b> 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 ..... | <b>33</b>           |                    |               |
| <b>34</b> Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..                                                            | <b>34</b>           | 18776920           |               |
|                                                                                                                                                                                      | Carryover balance   | Prefunding balance | Total balance |
| <b>35</b> Balances elected for use to offset funding requirement.....                                                                                                                |                     |                    | 0             |
| <b>36</b> Additional cash requirement (line 34 minus line 35).....                                                                                                                   | <b>36</b>           | 18776920           |               |
| <b>37</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....                                                   | <b>37</b>           | 18796099           |               |
| <b>38</b> Present value of excess contributions for current year (see instructions)                                                                                                  |                     |                    |               |
| <b>a</b> Total (excess, if any, of line 37 over line 36) .....                                                                                                                       | <b>38a</b>          | 19179              |               |
| <b>b</b> Portion included in line 38a attributable to use of prefunding and funding standard carryover balances .....                                                                | <b>38b</b>          | 0                  |               |
| <b>39</b> Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37) .....                                                                      | <b>39</b>           | 0                  |               |
| <b>40</b> Unpaid minimum required contributions for all years .....                                                                                                                  | <b>40</b>           | 0                  |               |

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

|                                                                                                |                                                                                                                                               |        |  |
|------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|--------|--|
| <b>41</b> If an election was made to use PRA 2010 funding relief for this plan:                |                                                                                                                                               |        |  |
| <b>a</b> Schedule elected .....                                                                | <input type="checkbox"/> 2 plus 7 years <input checked="" type="checkbox"/> 15 years                                                          |        |  |
| <b>b</b> Eligible plan year(s) for which the election in line 41a was made .....               | <input type="checkbox"/> 2008 <input checked="" type="checkbox"/> 2009 <input type="checkbox"/> 2010 <input checked="" type="checkbox"/> 2011 |        |  |
| <b>42</b> Amount of acceleration adjustment .....                                              | <b>42</b>                                                                                                                                     | 704150 |  |
| <b>43</b> Excess installment acceleration amount to be carried over to future plan years ..... | <b>43</b>                                                                                                                                     | 0      |  |

|                                                                                                                                                                                                                                              |                                                                                                                                                                                                                             |                                         |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|
| <div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury<br/>Internal Revenue Service</div> <div>Department of Labor<br/>Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div> | <div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> | OMB No. 1210-0110                       |
|                                                                                                                                                                                                                                              |                                                                                                                                                                                                                             | 2014                                    |
|                                                                                                                                                                                                                                              |                                                                                                                                                                                                                             | This Form is Open to Public Inspection. |

|                                                                                            |                                                      |     |
|--------------------------------------------------------------------------------------------|------------------------------------------------------|-----|
| For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014 |                                                      |     |
| A Name of plan<br>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<br>LAFARGE NORTH AMERICA, INC.      | D Employer Identification Number (EIN)<br>58-1290226 |     |

|        |                                                 |
|--------|-------------------------------------------------|
| Part I | Service Provider Information (see instructions) |
|--------|-------------------------------------------------|

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No
- b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**Part I Service Provider Information (continued)**

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

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

**Part II Service Providers Who Fail or Refuse to Provide Information**

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

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

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

|                                                                                                           |                                  |
|-----------------------------------------------------------------------------------------------------------|----------------------------------|
| <b>a</b> Name: SHERI X. DECRISTOFARO                                                                      | <b>b</b> EIN: 23-1159360         |
| <b>c</b> Position: ENROLLED ACTUARY                                                                       |                                  |
| <b>d</b> Address: TOWERS WATSON PA., INC,<br>CENTRE SQUARE EAST , 1500 MARKET ST<br>PHILDELPHIA, PA 19102 | <b>e</b> Telephone: 215-246-6000 |
|                                                                                                           |                                  |

Explanation: REASSIGNMENT OF WORK WITHIN TOWERS WATSON.

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                         |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p style="text-align: center;"><b>SCHEDULE D</b><br/><b>(Form 5500)</b></p> <p style="text-align: center; font-size: small;">Department of the Treasury<br/>Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor<br/>Employee Benefits Security Administration</p> | <p style="text-align: center;"><b>DFE/Participating Plan Information</b></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;">▶ <b>File as an attachment to Form 5500.</b></p> | <p style="text-align: center; font-size: small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large;"><b>2014</b></p> <hr/> <p style="text-align: center; font-size: small;"><b>This Form is Open to Public Inspection.</b></p> |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

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

|               |                                                                                                                                                                                  |
|---------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b> | <b>Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)</b><br>(Complete as many entries as needed to report all interests in DFEs) |
|---------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

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

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

|                                       |                               |                                                                                                                      |
|---------------------------------------|-------------------------------|----------------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN <u>22-3481535-001</u> | <b>d</b> Entity code <u>M</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>498730869</u> |
|---------------------------------------|-------------------------------|----------------------------------------------------------------------------------------------------------------------|

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

|                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                              |                                                                                                          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><br><small>Pension Benefit Guaranty Corporation</small> | <b>Financial Information</b><br><br>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).<br><br><b>► File as an attachment to Form 5500.</b> | <small>OMB No. 1210-0110</small><br><br><b>2014</b><br><br><b>This Form is Open to Public Inspection</b> |
| For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>                                                                                                                                                                 |                                                                                                                                                                                                                                                                              |                                                                                                          |
| <b>A</b> Name of plan<br><u>LAFARGE NORTH AMERICA, INC. RETIREMENT PLAN</u>                                                                                                                                                                                              |                                                                                                                                                                                                                                                                              | <b>B</b> Three-digit plan number (PN) <span style="float: right;">►</span> <u>001</u>                    |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>LAFARGE NORTH AMERICA, INC.</u>                                                                                                                                                                      |                                                                                                                                                                                                                                                                              | <b>D</b> Employer Identification Number (EIN)<br><u>58-1290226</u>                                       |

| Part I Asset and Liability Statement                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                 |                       |                  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|-----------------------|------------------|
| <b>1</b> 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. <b>Round off amounts to the nearest dollar.</b> 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  |
| <b>a</b> Total noninterest-bearing cash .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>1a</b>       |                       |                  |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                 |                       |                  |
| <b>(1)</b> Employer contributions.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1b(1)</b>    | <u>12650000</u>       | <u>5100000</u>   |
| <b>(2)</b> Participant contributions.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <b>1b(2)</b>    |                       |                  |
| <b>(3)</b> Other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>1b(3)</b>    |                       |                  |
| <b>c</b> General investments:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                 |                       |                  |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>1c(1)</b>    |                       |                  |
| <b>(2)</b> U.S. Government securities .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>1c(2)</b>    |                       |                  |
| <b>(3)</b> Corporate debt instruments (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                 |                       |                  |
| <b>(A)</b> Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(3)(A)</b> |                       |                  |
| <b>(B)</b> All other .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(3)(B)</b> |                       |                  |
| <b>(4)</b> Corporate stocks (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                 |                       |                  |
| <b>(A)</b> Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(4)(A)</b> |                       |                  |
| <b>(B)</b> Common.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1c(4)(B)</b> |                       |                  |
| <b>(5)</b> Partnership/joint venture interests .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <b>1c(5)</b>    |                       |                  |
| <b>(6)</b> Real estate (other than employer real property).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>1c(6)</b>    |                       |                  |
| <b>(7)</b> Loans (other than to participants) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>1c(7)</b>    |                       |                  |
| <b>(8)</b> Participant loans.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>1c(8)</b>    |                       |                  |
| <b>(9)</b> Value of interest in common/collective trusts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>1c(9)</b>    |                       |                  |
| <b>(10)</b> Value of interest in pooled separate accounts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>1c(10)</b>   |                       |                  |
| <b>(11)</b> Value of interest in master trust investment accounts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>1c(11)</b>   | <u>503932875</u>      | <u>498730869</u> |
| <b>(12)</b> Value of interest in 103-12 investment entities.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b>1c(12)</b>   |                       |                  |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(13)</b>   |                       |                  |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>1c(14)</b>   |                       |                  |
| <b>(15)</b> Other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1c(15)</b>   |                       |                  |

**1d** Employer-related investments:

|                                                                      |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> |                       |                 |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 516582875             | 503830869       |

**Liabilities**

|                                                                           |           |        |        |
|---------------------------------------------------------------------------|-----------|--------|--------|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> |        |        |
| <b>h</b> Operating payables .....                                         | <b>1h</b> | 461471 | 420867 |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> |        |        |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> | 0      | 155905 |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 461471 | 576772 |

**Net Assets**

|                                                           |           |           |           |
|-----------------------------------------------------------|-----------|-----------|-----------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 516121404 | 503254097 |
|-----------------------------------------------------------|-----------|-----------|-----------|

**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 Contributions:**

|                                                                                                            |                 | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 15950000   |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> |            |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> |            |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 15950000  |

**b Earnings on investments:****(1) Interest:**

|                                                                                                      |                 |  |   |
|------------------------------------------------------------------------------------------------------|-----------------|--|---|
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) ..... | <b>2b(1)(A)</b> |  |   |
| <b>(B)</b> U.S. Government securities .....                                                          | <b>2b(1)(B)</b> |  |   |
| <b>(C)</b> Corporate debt instruments .....                                                          | <b>2b(1)(C)</b> |  |   |
| <b>(D)</b> Loans (other than to participants) .....                                                  | <b>2b(1)(D)</b> |  |   |
| <b>(E)</b> Participant loans .....                                                                   | <b>2b(1)(E)</b> |  |   |
| <b>(F)</b> Other .....                                                                               | <b>2b(1)(F)</b> |  |   |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                        | <b>2b(1)(G)</b> |  | 0 |

|                                                                                           |                 |  |   |
|-------------------------------------------------------------------------------------------|-----------------|--|---|
| (2) Dividends: <b>(A)</b> Preferred stock .....                                           | <b>2b(2)(A)</b> |  |   |
| <b>(B)</b> Common stock .....                                                             | <b>2b(2)(B)</b> |  |   |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                 | <b>2b(2)(C)</b> |  |   |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> ..... | <b>2b(2)(D)</b> |  | 0 |

|                 |              |  |  |
|-----------------|--------------|--|--|
| (3) Rents ..... | <b>2b(3)</b> |  |  |
|-----------------|--------------|--|--|

|                                                                                           |                 |  |   |
|-------------------------------------------------------------------------------------------|-----------------|--|---|
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                | <b>2b(4)(A)</b> |  |   |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                             | <b>2b(4)(B)</b> |  |   |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result ..... | <b>2b(4)(C)</b> |  | 0 |

|                                                                                                       |                 |  |   |
|-------------------------------------------------------------------------------------------------------|-----------------|--|---|
| (5) Unrealized appreciation (depreciation) of assets: <b>(A)</b> Real estate .....                    | <b>2b(5)(A)</b> |  |   |
| <b>(B)</b> Other .....                                                                                | <b>2b(5)(B)</b> |  |   |
| <b>(C)</b> Total unrealized appreciation of assets.<br>Add lines <b>2b(5)(A)</b> and <b>(B)</b> ..... | <b>2b(5)(C)</b> |  | 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)  |            | 49636070  |
| (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 <b>income</b> amounts in column (b) and enter total.....               | 2d     |            | 65586070  |

**Expenses**

|                                                                                     |       |          |          |
|-------------------------------------------------------------------------------------|-------|----------|----------|
| e Benefit payment and payments to provide benefits:                                 |       |          |          |
| (1) Directly to participants or beneficiaries, including direct rollovers.....      | 2e(1) | 73141672 |          |
| (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) |          | 73141672 |
| 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) | 5155800  |          |
| (5) Total administrative expenses. Add lines 2i(1) through (4).....                 | 2i(5) |          | 5155800  |
| j Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | 2j    |          | 78297472 |

**Net Income and Reconciliation**

|                                                         |       |  |           |
|---------------------------------------------------------|-------|--|-----------|
| k Net income (loss). Subtract line 2j from line 2d..... | 2k    |  | -12711402 |
| l Transfers of assets:                                  |       |  |           |
| (1) To this plan.....                                   | 2l(1) |  |           |
| (2) From this plan.....                                 | 2l(2) |  | 155905    |

**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   |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|----------|
| <b>c</b> 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  |          |
| <b>d</b> 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  |          |
| <b>e</b> Was this plan covered by a fidelity bond? .....                                                                                                                                                                      | X   |    | 10000000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                       |     | X  |          |
| <b>g</b> 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  |          |
| <b>h</b> 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  |          |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) .....                                                                |     | X  |          |
| <b>j</b> 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  |          |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? .....                                                           |     | X  |          |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan?.....                                                                                                                                             |     | X  |          |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) .....                                                                                                  |     |    |          |
| <b>n</b> 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) |
|----------------------------------------------------------------|--------------|-------------|
| LNA PENSION PLAN FOR HOURLY COMPENSATED EMPLOYEES (MULTI PLANT | 58-1290226   | 002         |
|                                                                |              |             |
|                                                                |              |             |
|                                                                |              |             |
|                                                                |              |             |

**5c** If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☒ Yes ☐ No ☐ Not determined

## Part V Trust Information (optional)

|                         |                       |
|-------------------------|-----------------------|
| <b>6a</b> Name of trust | <b>6b</b> Trust's EIN |
|                         |                       |

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>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).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2014</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

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

|               |                      |
|---------------|----------------------|
| <b>Part I</b> | <b>Distributions</b> |
|---------------|----------------------|

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

|                                                                                                                                                                                                                                                                    |          |             |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|-------------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                              | <b>1</b> | <u>0</u>    |
| <b>2</b> 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):<br><br>EIN(s): <u>36-3046063</u> |          |             |
| Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.                                                                                                                                                                                                   |          |             |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                    | <b>3</b> | <u>1153</u> |

|                |                                                                                                                                                                              |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part II</b> | <b>Funding Information</b> (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) |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                                                                                                                                                                                             |                                         |                             |                                         |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|-----------------------------|-----------------------------------------|
| <b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....                                                                                                                                                                                                                                         | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A            |
| If the plan is a defined benefit plan, go to line 8.                                                                                                                                                                                                                                                                                                        |                                         |                             |                                         |
| <b>5</b> 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 _____<br>If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule. |                                         |                             |                                         |
| <b>6 a</b> Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....                                                                                                                                                                                                               | <b>6a</b>                               |                             |                                         |
| <b>b</b> Enter the amount contributed by the employer to the plan for this plan year.....                                                                                                                                                                                                                                                                   | <b>6b</b>                               |                             |                                         |
| <b>c</b> 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) .....                                                                                                                                                                                                            | <b>6c</b>                               |                             |                                         |
| If you completed line 6c, skip lines 8 and 9.                                                                                                                                                                                                                                                                                                               |                                         |                             |                                         |
| <b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline?.....                                                                                                                                                                                                                                                           | <input type="checkbox"/> Yes            | <input type="checkbox"/> No | <input type="checkbox"/> N/A            |
| <b>8</b> 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?.....                                                                                  | <input type="checkbox"/> Yes            | <input type="checkbox"/> No | <input checked="" type="checkbox"/> N/A |

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

|                                                                                                                                                                                                                            |                                              |                                   |                               |                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------|-------------------------------|-----------------------------|
| <b>9</b> 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..... | <input checked="" type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input type="checkbox"/> No |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------|-------------------------------|-----------------------------|

|                |                                                                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part IV</b> | <b>ESOPs</b> (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. |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                             |                              |                             |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|
| <b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? .....                                                     | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>11 a</b> Does the ESOP hold any preferred stock? .....                                                                                                                                   | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>b</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.)..... | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....                                                                              | <input type="checkbox"/> Yes | <input type="checkbox"/> 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:

|                                                                          |            |  |
|--------------------------------------------------------------------------|------------|--|
| <b>a</b> The current year .....                                          | <b>14a</b> |  |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> |  |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> |  |

- 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:

|                                                                                                       |            |  |
|-------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

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

|                                                                                                                                                                        |            |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                               | <b>16a</b> |  |
| <b>b</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 ..... | <b>16b</b> |  |

- 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, 2014  
and 2013***

***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 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  
Chicago, Illinois

### **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, 2014 and 2013, 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**

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

### **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 6, 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, 2014 and 2013, 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.

**Emphasis of Matter**

As discussed in Note 3, the January 1, 2014 net assets available for benefits have been restated to correct an overstatement of employer contributions receivable and employer contributions in the December 31, 2013 financial statements. Our opinion is not modified with respect to this matter.

**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.

A handwritten signature in black ink that reads "Cheryl BeKaert LLP". The signature is written in a cursive, flowing style.

Tysons Corner, Virginia  
October 13, 2015

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

*DECEMBER 31, 2014 AND 2013*

|                                                | <u>2014</u>                  | <u>2013</u><br>(as restated) |
|------------------------------------------------|------------------------------|------------------------------|
| <b>ASSETS</b>                                  |                              |                              |
| Investments in the Master Trust, at fair value | \$ 498,730,869               | \$ 503,932,875               |
| Employer contributions receivable              | <u>5,100,000</u>             | <u>9,000,000</u>             |
| <b>Total assets</b>                            | <u>503,830,869</u>           | <u>512,932,875</u>           |
| <b>LIABILITIES</b>                             |                              |                              |
| Transfer out payable to another Plan           | 155,905                      | -                            |
| Administrative expenses payable                | <u>420,867</u>               | <u>461,471</u>               |
| <b>Total liabilities</b>                       | <u>576,772</u>               | <u>461,471</u>               |
| <b>Net assets available for benefits</b>       | <u><u>\$ 503,254,097</u></u> | <u><u>\$ 512,471,404</u></u> |

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

*YEARS ENDED DECEMBER 31, 2014 AND 2013*

|                                                                     | <b>2014</b>                  | <b>2013</b><br><b>(as restated)</b> |
|---------------------------------------------------------------------|------------------------------|-------------------------------------|
| <b>ADDITIONS</b>                                                    |                              |                                     |
| Net investment income in the Master Trust                           | \$ 49,636,070                | \$ 61,466,114                       |
| Employer contributions                                              | 19,600,000                   | 30,271,031                          |
| Other receipts                                                      | -                            | 770                                 |
| <b>Total additions</b>                                              | <b>69,236,070</b>            | <b>91,737,915</b>                   |
| <b>DEDUCTIONS</b>                                                   |                              |                                     |
| Benefits paid to participants                                       | 73,141,672                   | 35,914,714                          |
| Administrative expenses                                             | 5,155,800                    | 4,168,850                           |
| <b>Total deductions</b>                                             | <b>78,297,472</b>            | <b>40,083,564</b>                   |
| Net (decrease) increase in net assets available for benefits        | (9,061,402)                  | 51,654,351                          |
| Transfer of assets to another Plan                                  | (155,905)                    | -                                   |
| Net assets available for benefits at beginning of year              | 512,471,404                  | 464,467,053                         |
| Correction of overstatement of 2013 employer contributions (Note 3) | -                            | (3,650,000)                         |
| Net assets available for benefits at end of year,<br>as restated    | <u><u>\$ 503,254,097</u></u> | <u><u>\$ 512,471,404</u></u>        |

# LAFARGE NORTH AMERICA INC. RETIREMENT PLAN

## NOTES TO THE FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2013

---

### 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 document, as amended and restated, for a more complete description of the Plan’s provisions.

*General* – The Plan was adopted by Lafarge North America Inc. (the “Company”) on January 1, 1998, and was most recently amended on March 31, 2015 to accelerate the freeze of benefit accruals under the Plan effective June 30, 2015 rather than December 31, 2018. 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, 2008, 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 Plan is administered by the Company’s Investment Committee and Benefit Administration Committee (collectively the “Committees”). The Committees have overall responsibility for the operation and administration of the Plan. The Committees determine the appropriateness of the Plan’s investment offerings and monitor Plan investment performance.

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, 2014 and 2013, 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.

*Plan Termination* – 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 as prescribed by ERISA. 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. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor’s benefits. 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.

*Pension Benefits* – Plan participants are eligible for their Plan benefit after retiring or terminating employment with vested rights. Participants become vested in the Plan upon completion of five years of vesting service or attainment of the normal retirement age (65). If employees terminate before rendering 5 years of service, they forfeit the right to receive the portion of their accumulated plan benefits.

Upon retirement or termination, participants have the option of receiving their vested benefit in the form of a one-time lump sum payment or a monthly annuity payable for their lifetime. If the value of the employee’s vested benefit is \$1,000 or less, the benefit automatically will be paid out in the form of a lump sum. The Plan does not pay lump sums greater than \$7,500. The monthly annuity payables have a variety of payment options.

Effective June 30, 2015, pension benefit accruals will be frozen. See Note 10 for further information.

# LAFARGE NORTH AMERICA INC. RETIREMENT PLAN

## NOTES TO THE FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2013

---

### **Note 1—Description of plan (continued)**

*Death and Disability Benefits* – If an employee dies, the vested benefits may be paid to the surviving qualified spouse. No benefits are paid to a beneficiary of a participant who does not have a surviving qualified spouse when the employee dies. Active employees who become totally disabled and are vested in their benefits may elect to receive annual disability benefits that are equal to the equivalent normal retirement benefit they have accumulated as of the time they become disabled.

Disability benefits are paid until normal retirement age, at which time disabled participants will receive the normal retirement benefit computed as though they had been employed to normal retirement age, based on their final average earnings as of the date they became permanently disabled.

### **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 6), the Plan considers all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents. Cash and cash equivalents held in the Master Trust may include short-term investments held by institutions that are not covered by the Federal Deposit Insurance Corporation.

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

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

*Funding Policy* – The Plan's funding policy is for the Company to contribute an amount which will meet or exceed the annual ERISA minimum funding requirements. The Company's contributions for 2014 and 2013 exceeded the minimum funding requirements of ERISA.

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

*Estimates* – The preparation of financial statements in accordance with GAAP 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.

# LAFARGE NORTH AMERICA INC. RETIREMENT PLAN

## NOTES TO THE FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2013

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### Note 2—Significant accounting policies (continued)

*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 and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term could materially affect the amount reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

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

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

*Fair Value Measurement* – GAAP 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 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. There have been no changes in the methodologies used at December 31, 2014 and 2013.

*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.

# LAFARGE NORTH AMERICA INC. RETIREMENT PLAN

## NOTES TO THE FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2013

### Note 2—Significant accounting policies (continued)

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

### Note 3—Restatement of net assets available for benefits, beginning of year

Net assets available for benefits as of December 31, 2013 have been restated to properly reflect the correction of the employer contributions receivable and employer contributions. The effects of this adjustment on the previously issued financial statements are as follows:

|                                                                                                | Employer<br>contributions<br>receivable | Net assets<br>available for<br>benefits |
|------------------------------------------------------------------------------------------------|-----------------------------------------|-----------------------------------------|
| Balance, as previously reported                                                                | \$ 12,650,000                           | \$516,121,404                           |
| Correction of overstatement of employer contributions<br>receivable and employer contributions | (3,650,000)                             | (3,650,000)                             |
| Balance, as restated                                                                           | <u>\$ 9,000,000</u>                     | <u>\$512,471,404</u>                    |

### Note 4—Actuarial present value of accumulated plan benefits

Accumulated plan benefits are those future periodic payments, including lump sum distributions that 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) surviving spouse of employees who have died, and (c) present employees or their beneficiaries.

Benefits for retired or terminated employees (or their beneficiaries) are based on the employee's credited service and compensation during the highest 60 consecutive months out of the last 120 months of employment prior to January 1, 2009. 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.

The actuarial information is based on reports prepared by the Plan's actuary, Towers Watson, as of January 1, 2014. 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, 2014.

# LAFARGE NORTH AMERICA INC. RETIREMENT PLAN

## NOTES TO THE FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2013

### Note 4—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, 2014, significant assumptions underlying the actuarial computations include an effective interest rate of 6.41%, a decrease from 6.71% as of January 1, 2013, 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 67 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 Internal Revenue Service ("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.

The actuarial present value of accumulated plan benefits as of January 1, 2014 is as follows:

|                                                            |                       |
|------------------------------------------------------------|-----------------------|
| Vested benefits:                                           |                       |
| Participants currently receiving payments                  | \$ 386,116,801        |
| Other participants                                         | <u>221,942,955</u>    |
| Total vested benefits                                      | 608,059,756           |
| Non-vested benefits                                        | <u>7,574,920</u>      |
| Total actuarial present value of accumulated plan benefits | <u>\$ 615,634,676</u> |

The following is a summary of the changes in the actuarial present value of accumulated plan benefits for the year ended January 1, 2014:

|                                                                            |                       |
|----------------------------------------------------------------------------|-----------------------|
| Actuarial present value of accumulated plan benefits,<br>beginning of year | \$ 567,370,231        |
| Increase (decrease) during the year attributable to:                       |                       |
| Benefits accumulated & non-investment experience                           | 17,141,788            |
| Increase for interest due to decrease in discount period                   | 35,727,784            |
| Benefits paid                                                              | (35,990,623)          |
| Assumption changes                                                         | 31,730,489            |
| Plan amendments                                                            | <u>(344,993)</u>      |
| Actuarial present value of accumulated plan benefits,<br>end of year       | <u>\$ 615,634,676</u> |

Certain actuarial assumptions changed during 2014; the segment interest rates used to calculate the funding target and target normal cost, the required mortality table, the unpredicted contingent event assumption, and administrative expense assumptions were updated. In addition, from June 20, 2014 through August 15, 2014, the Plan offered certain deferred vested participants an opportunity to elect a lump-sum payment for special early retirement. This election offering was added to the assumptions.

# **LAFARGE NORTH AMERICA INC. RETIREMENT PLAN**

## **NOTES TO THE FINANCIAL STATEMENTS**

*AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2013*

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### **Note 4—Actuarial present value of accumulated plan benefits (continued)**

The retirement rates were also changed as a result of the announcement of the Plan accrued benefits freeze effective December 31, 2018. Assumed annual rates of increase in salaries were also reduced.

The valuation did not take into consideration the amendment on March 31, 2015 to accelerate the freeze of benefit accruals under the Plan effective June 30, 2015. See Note 10 for further information. In addition, from September 9, 2014 through October 27, 2014, the Plan offered certain deferred vested participant opportunities to elect a lump-sum payment for special early retirement. This election offering was not reflected in the valuation.

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 5—Income tax status**

The Plan has received its latest determination letter from the IRS dated May 24, 2014 stating that the Plan, as then designed, is qualified under Section 401(a) of the IRC and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan administrator believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and has no income subject to unrelated business income and that the Plan and trust continue to be tax exempt.

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, 2014 and 2013, 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 December 31, 2011.

### **Note 6—Interest in the Master Trust (unaudited)**

The Plan's investments are held in the Master Trust, which was established for the investment of assets of the Plan and several other Company-sponsored retirement plans. Each participating retirement plan has an undivided interest in the Master Trust. The assets of the Master Trust are held by the trustee.

The value of the Plan's interest in the Master Trust is based on the beginning of year value of the Plan's interest in the Master Trust plus actual contributions and allocated investment income less actual distributions and allocated administrative expenses. At December 31, 2014 and 2013, the Plan's interest in the investments of the Master Trust was approximately 80.15% and 80.42%, respectively. Investment income and administrative expenses relating to the Master Trust are allocated to the individual plans based on each Plan's interest.

All investment information disclosed in the accompanying financials, including investments held at December 31, 2014 and 2013 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.

# LAFARGE NORTH AMERICA INC. RETIREMENT PLAN

## NOTES TO THE FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2013

### Note 6—Interest in the Master Trust (unaudited) (continued)

The fair values of investments in the Master Trust are as follows:

|                            | December 31,          |                       |
|----------------------------|-----------------------|-----------------------|
|                            | 2014                  | 2013                  |
| Investments at fair value: |                       |                       |
| Mutual funds               | \$ 617,630,914        | \$ 623,072,626        |
| Cash and cash equivalents  | 4,644,232             | 3,562,161             |
|                            | <u>\$ 622,275,146</u> | <u>\$ 626,634,787</u> |

Investment income for the Master Trust is as follows:

|                                               | Year ended December 31, |                      |
|-----------------------------------------------|-------------------------|----------------------|
|                                               | 2014                    | 2013                 |
| Net appreciation in fair value of investments | \$ 44,132,810           | \$ 61,421,464        |
| Interest and dividends                        | 17,564,892              | 15,242,817           |
|                                               | <u>\$ 61,697,702</u>    | <u>\$ 76,664,281</u> |

During the years ended December 31, 2014 and 2013, substantially all of the net appreciation in fair value of investments is attributable to mutual funds.

The investments that represent 5% or more of the Master Trust's net assets available for benefits are as follows:

|                                                      | December 31,  |                |
|------------------------------------------------------|---------------|----------------|
|                                                      | 2014          | 2013           |
| SEI Instl Invts Tr Large Cap Disciplined Equity Fund | \$ 71,352,763 | \$ 116,675,717 |
| SIIT Long Duration Bond Fund CI A                    | 242,952,396   | 239,233,541    |
| SEI Instl Managed Tr S&P 500 Index Fund CI E         | 71,062,405    | 116,343,209    |
| SEI Instl Invts Tr World Equity Ex US Fund SHS CI A  | 90,858,988    | 92,994,027     |
| SEI Instl Invts Tr Small Cap Fund CI A               | 47,821,328    | 57,826,132     |
| SEI Instl Invst Tr High Yield Bond Fund CI A         | 41,807,445    | *              |

\* Investment is less than 5% of the Master Trust's net assets available for benefits at end of Plan year.

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

# LAFARGE NORTH AMERICA INC. RETIREMENT PLAN

## NOTES TO THE FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2013

### Note 7—Fair value of financial instruments

The Master Trust's financial instruments carried at fair value on a recurring basis by the fair value hierarchy levels described in Note 2 are as follows:

| Assets at Fair Values as of December 31, 2014 |                       |             |             |                       |
|-----------------------------------------------|-----------------------|-------------|-------------|-----------------------|
|                                               | Level 1               | Level 2     | Level 3     | Total                 |
| Mutual funds:                                 |                       |             |             |                       |
| Large-cap                                     | \$ 71,352,762         | \$ -        | \$ -        | \$ 71,352,762         |
| Small-cap                                     | 47,821,328            | -           | -           | 47,821,328            |
| International                                 | 114,125,634           | -           | -           | 114,125,634           |
| Index                                         | 71,062,405            | -           | -           | 71,062,405            |
| Fixed income                                  | 313,268,785           | -           | -           | 313,268,785           |
| Cash and cash equivalents                     | 4,644,232             | -           | -           | 4,644,232             |
| Total assets                                  | <u>\$ 622,275,146</u> | <u>\$ -</u> | <u>\$ -</u> | <u>\$ 622,275,146</u> |
| Assets at Fair Values as of December 31, 2013 |                       |             |             |                       |
|                                               | Level 1               | Level 2     | Level 3     | Total                 |
| Mutual funds:                                 |                       |             |             |                       |
| Large-cap                                     | \$ 116,675,717        | \$ -        | \$ -        | \$ 116,675,717        |
| Small-cap                                     | 57,826,132            | -           | -           | 57,826,132            |
| International                                 | 92,994,027            | -           | -           | 92,994,027            |
| Index                                         | 116,343,209           | -           | -           | 116,343,209           |
| Fixed income                                  | 239,233,541           | -           | -           | 239,233,541           |
| Cash and cash equivalents                     | 3,562,161             | -           | -           | 3,562,161             |
| Total assets                                  | <u>\$ 626,634,787</u> | <u>\$ -</u> | <u>\$ -</u> | <u>\$ 626,634,787</u> |

### Note 8—Significant Plan transactions

During 2014, the Plan offered certain deferred vested participants an opportunity to elect a lump-sum payment for special early retirement. See Note 4 for further information.

During 2014, the Company entered into one significant transaction that resulted in the sale or exchange of divisions and their eligible Plan participants.

*Vulcan transaction* – The Company entered into an asset purchase agreement with CalMat Co., Vulcan Lands, Inc., Florida Rock Industries, Inc., Lafarge Southwest, Inc., and Vulcan Materials Company, dated July 24, 2014 and amended August 29, 2014, to sell certain assets.

During 2013, the Company entered into seven significant transactions that resulted in the sale or exchange of divisions and their eligible Plan participants.

*Gypsum transaction* – The Company entered into an asset purchase agreement with Lone Star U.S. Acquisitions dated August 28, 2013 to sell certain assets.

*Wichita transaction* – The Company entered into an asset purchase agreement with Summit Materials Companies I, LLC and Corenjo & Sons, L.L.C. dated February 19, 2013 to sell certain assets.

# LAFARGE NORTH AMERICA INC. RETIREMENT PLAN

## NOTES TO THE FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2013

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### Note 8—Significant Plan transactions (continued)

*Colorado transaction* – The Company entered into an asset purchase agreement with the Oldcastle SW Group, Inc., and Lafarge West, Inc. dated July 19, 2013 to sell certain rights, properties and assets.

*Georgia Vulcan transaction* – The Company entered into an asset purchase agreement with Vulcan Construction Materials, LP, Vulcan Lands, Inc. and Lafarge Building Materials, Inc. dated January 9, 2013 to sell certain rights, properties and assets.

*Georgia Bluegrass transaction* – The Company entered into an asset purchase agreement with Bluegrass Materials Company, LLC and Lafarge Building Materials, Inc. dated January 9, 2013 to sell certain rights, properties and assets.

*Georgia MMM transaction* – The Company entered into an asset purchase agreement with Martin Marietta Materials, Inc. and Lafarge Building Materials, Inc. dated February 19, 2013 to sell certain rights, properties and assets.

*Georgia FLQ transaction* – The Company entered into an asset purchase agreement with Fall Line Quarry, LLC and Lafarge Building Materials, Inc. dated April 5, 2013 to sell certain rights, properties and assets.

Accordingly, the Plan has been amended to fully vest the benefits of affected participants deemed to be eligible employees as of the closing date of the agreements. Affected participants became eligible for distribution of their fully vested balance upon the agreement execution date.

### Note 9—Party-in-interest transactions

Certain investments of the Master Trust are shares of SEI. The Plan paid certain expenses related to Plan operations and investment activity to various service providers. These fees were based on customary and reasonable rates for such services, and are party-in-interest transactions for which a statutory exemption exists under ERISA.

### Note 10—Subsequent events

On March 31, 2015, the Plan was amended to freeze all benefits accrued by participants under the Plan effective as of June 30, 2015.

On July 10, 2015, the Company completed a merger with Holcim Ltd and became Lafarge Holcim. As of the report date, the Plan Sponsor has indicated that the Plan will continue to operate.

Effective July 20, 2015, the Company divested operations in Davenport, Iowa to Summit Materials, Inc., which affected a limited number of Plan participants.

The Company became aware that the Plan's investments in the Master Trust includes obligations for certain individuals that will be paid from the Lafarge North America Inc. Pension Plan for Hourly Compensated Employees (Multi-Plant). During 2015, the Plan intends to transfer \$155,905 to the Lafarge North America Inc. Pension Plan for Hourly Compensated Employees (Multi-Plant) to correct the obligations for these certain individuals. This amount is recorded as a payable on the statement of net assets available for benefits as of December 31, 2014.

The Plan has evaluated events through October 13, 2015 in connection with the preparation of these financial statements, which is the date the financial statements were available to be issued.

ATTACHMENT TO THE 2014 SCHEDULE SB, LINE 26 - SCHEDULE OF ACTIVE PARTICIPANT DATA

|              |                  | <u>Schedule of Active Participant Data</u> |        |         |          |          |          |          |          |          |         |
|--------------|------------------|--------------------------------------------|--------|---------|----------|----------|----------|----------|----------|----------|---------|
|              |                  | 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                                          | 2      | 1       | 0        | 0        | 0        | 0        | 0        | 0        | 0       |
|              | Average Earnings |                                            |        |         |          |          |          |          |          |          |         |
| 25 to 29     | Count            | 5                                          | 3      | 33      | 1        | 0        | 0        | 0        | 0        | 0        | 0       |
|              | Average Earnings |                                            |        | 65,351  |          |          |          |          |          |          |         |
| 30 to 34     | Count            | 3                                          | 1      | 82      | 22       | 2        | 1        | 0        | 0        | 0        | 0       |
|              | Average Earnings |                                            |        | 77,850  | 84,896   |          |          |          |          |          |         |
| 35 to 39     | Count            | 2                                          | 1      | 56      | 50       | 17       | 0        | 0        | 0        | 0        | 0       |
|              | Average Earnings |                                            |        | 98,639  | 104,123  |          |          |          |          |          |         |
| 40 to 44     | Count            | 6                                          | 4      | 77      | 54       | 49       | 11       | 0        | 0        | 0        | 0       |
|              | Average Earnings |                                            |        | 95,202  | 98,306   | 110,781  |          |          |          |          |         |
| 45 to 49     | Count            | 2                                          | 1      | 48      | 62       | 35       | 35       | 16       | 0        | 0        | 0       |
|              | Average Earnings |                                            |        | 97,433  | 138,951  | 108,022  | 111,617  |          |          |          |         |
| 50 to 54     | Count            | 2                                          | 3      | 49      | 50       | 31       | 40       | 47       | 10       | 0        | 0       |
|              | Average Earnings |                                            |        | 95,151  | 113,130  | 87,290   | 109,425  | 105,357  |          |          |         |
| 55 to 59     | Count            | 0                                          | 1      | 32      | 55       | 37       | 39       | 59       | 23       | 16       | 0       |
|              | Average Earnings |                                            |        | 110,326 | 89,529   | 114,361  | 130,544  | 83,653   | 85,293   |          |         |
| 60 to 64     | Count            | 0                                          | 0      | 17      | 21       | 10       | 18       | 21       | 8        | 5        | 7       |
|              | Average Earnings |                                            |        |         | 124,243  |          |          | 110,918  |          |          |         |
| 65 to 69     | Count            | 0                                          | 0      | 2       | 3        | 3        | 3        | 2        | 2        | 0        | 2       |
|              | Average Earnings |                                            |        |         |          |          |          |          |          |          |         |
| 70 & up      | Count            | 0                                          | 0      | 1       | 1        | 0        | 1        | 0        | 0        | 1        | 0       |
|              | Average Earnings |                                            |        |         |          |          |          |          |          |          |         |

Average Age: 48.3      Average Service: 15.2

Lafarge North America Inc. Retirement Plan  
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 Attachment to 2014 Schedule SB Part V – Statement of Actuarial Assumptions/Methods

Lafarge North America Inc. Retirement Plan

Assumptions and Methods

| Economic Assumptions  |                                             |                                                                            |
|-----------------------|---------------------------------------------|----------------------------------------------------------------------------|
| Interest rate basis:  |                                             | September 2013 based on yields through August preceding the valuation date |
| ▶ Applicable month    |                                             | Segment rates                                                              |
| ▶ Yield curve basis   |                                             |                                                                            |
| Interest rates:       | Not reflecting<br>MAP-21/HATFA<br>corridors | Reflecting<br>MAP-21/HATFA                                                 |
| ▶ First segment rate  | 1.37%                                       | 4.99%                                                                      |
| ▶ Second segment rate | 4.05%                                       | 6.32%                                                                      |
| ▶ Third segment rate  | 5.06%                                       | 6.99%                                                                      |

**Lafarge North America Inc. Retirement Plan**  
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**Attachment to 2014 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 of 7.00% for the preceding plan year and 7.25% for the second preceding plan year during the 12 month periods preceding the valuation date (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 2013 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       | <p>All significant benefits described in the Plan Provisions section were valued except, if applicable (1) plant shutdown and other "unpredictable contingent event benefits" which are not valued until and unless the triggering event occurs (unless otherwise noted) and (2) automatic lump sum distribution in the event that the present value of benefits is no more than \$1,000 (or \$5,000 for survivor benefits). 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.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| Other changes             | <p>The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of September 2012 to September 2013. For the 2013 plan year, Lafarge elected not to apply the HATFA corridor extension for benefit restriction purposes (IRC §436) and only elected to apply the HATFA corridor extension for funding (IRC §430) purposes. The HATFA corridor extension applies for all purposes for the 2014 plan year.</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>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |



**Lafarge North America Inc. Retirement Plan**  
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**Data sources**

Towers Watson used asset data and retiree data supplied by the trustees. Lafarge North America Inc. furnished other participant data, the dates and amounts of the contributions that were paid in 2014 for the 2013 plan year, and funding balance elections. 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 Assumptions

### Economic Assumptions

Effective Interest Rate 6.41%

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

#### Salary Increase Rates

| <i>Years of<br/>credited service</i> | <i>Percentage</i> |
|--------------------------------------|-------------------|
| 0-4                                  | 5.50%             |
| 5-9                                  | 4.00%             |
| 10-14                                | 3.50%             |
| 15-24                                | 3.00%             |
| 25+                                  | 2.50%             |

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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**Demographic Assumptions**

**Mortality**

Separate rates for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, projected to 2029 using Scale AA) and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2021 using Scale AA)

**Termination**

Rates varying by age and service for salaried employees.  
Representative rates are shown below:

| Age | Service |        |        |        |        |
|-----|---------|--------|--------|--------|--------|
|     | < 1     | 1      | 2      | 3      | 4      |
| 20  | 0.2500  | 0.2000 | 0.1700 | 0.1500 | 0.1300 |
| 25  | 0.2500  | 0.2000 | 0.1700 | 0.1500 | 0.1300 |
| 30  | 0.2500  | 0.2000 | 0.1700 | 0.1500 | 0.1300 |
| 35  | 0.2500  | 0.2000 | 0.1700 | 0.1500 | 0.1300 |
| 40  | 0.2500  | 0.2000 | 0.1700 | 0.1500 | 0.1300 |
| 45  | 0.2500  | 0.2000 | 0.1700 | 0.1500 | 0.1300 |
| 50  | 0.2500  | 0.2000 | 0.1700 | 0.1500 | 0.1300 |
| 55  | 0.2500  | 0.2000 | 0.1700 | 0.1500 | 0.1300 |

Rates varying by age and service for hourly employees.  
Representative rates are shown below:

| Age | Service |        |        |        |        |
|-----|---------|--------|--------|--------|--------|
|     | < 1     | 1      | 2      | 3      | 4      |
| 20  | 0.3000  | 0.2700 | 0.2500 | 0.2000 | 0.1800 |
| 25  | 0.3000  | 0.2700 | 0.2500 | 0.2000 | 0.1800 |
| 30  | 0.3000  | 0.2700 | 0.2500 | 0.2000 | 0.1800 |
| 35  | 0.3000  | 0.2700 | 0.2500 | 0.2000 | 0.1800 |
| 40  | 0.3000  | 0.2700 | 0.2500 | 0.2000 | 0.1800 |
| 45  | 0.3000  | 0.2700 | 0.2500 | 0.2000 | 0.1800 |
| 50  | 0.3000  | 0.2700 | 0.2500 | 0.2000 | 0.1800 |
| 55  | 0.3000  | 0.2700 | 0.2500 | 0.2000 | 0.1800 |

**Lafarge North America Inc. Retirement Plan**  
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**Disability**

Rates varying by age and sex for salaried employees. Representative rates are shown below (a 10% load is added to the rates shown):

| Age | Sex     |         |
|-----|---------|---------|
|     | 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 |

Rates varying by age and sex for hourly employees. Representative rates are shown below:

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

**Lafarge North America Inc. Retirement Plan**  
**EIN 58-1290226/ PN 001**

**Attachment to 2014 Schedule SB Part V – Statement of Actuarial Assumptions/Methods**

Retirement from 2014 to 2019

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  | 0.0500           | 0.0500 | 0.0500 | 0.0500 | 0.0500 | 0.0500 |
| 57  | 0.0500           | 0.0500 | 0.0500 | 0.0500 | 0.0500 | 0.0500 |
| 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  | 0.1600           | 0.1600 | 0.4000 | 0.4000 | 0.4000 | 0.4000 |
| 64  | 0.1600           | 0.4000 | 0.4000 | 0.4000 | 0.4000 | 0.4000 |
| 65  | 0.4000           | 0.4000 | 0.4000 | 0.4000 | 0.4000 | 0.4000 |
| 66  | 0.4000           | 0.4000 | 0.4000 | 0.4000 | 0.4000 | 0.4000 |
| 67  | 1.0000           | 1.0000 | 1.0000 | 1.0000 | 1.0000 | 1.0000 |

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  | 0.1000           | 0.1000 | 0.1000 | 0.1000 | 0.1000 | 0.1000 |
| 57  | 0.1000           | 0.1000 | 0.1000 | 0.1000 | 0.1000 | 0.1000 |
| 58  | 0.1500           | 0.1500 | 0.1500 | 0.1500 | 0.1500 | 0.1500 |
| 59  | 0.1500           | 0.1500 | 0.1500 | 0.1500 | 0.1500 | 0.1500 |
| 60  | 0.1500           | 0.1500 | 0.1500 | 0.1500 | 0.1500 | 0.1500 |
| 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  | 0.1200           | 0.1200 | 0.4000 | 0.4000 | 0.4000 | 0.4000 |
| 64  | 0.1200           | 0.4000 | 0.4000 | 0.4000 | 0.4000 | 0.4000 |
| 65  | 0.4000           | 0.4000 | 0.4000 | 0.4000 | 0.4000 | 0.4000 |
| 66  | 0.4000           | 0.4000 | 0.4000 | 0.4000 | 0.4000 | 0.4000 |
| 67  | 1.0000           | 1.0000 | 1.0000 | 1.0000 | 1.0000 | 1.0000 |

**Lafarge North America Inc. Retirement Plan**  
**EIN 58-1290226/PN 001**  
**Attachment to 2014 Schedule SB Part V – Statement of Actuarial Assumptions/Methods**

Retirement after 2019

Rates varying by age and service for salaried employees

| Age | Years of Service |        |        |        |        |
|-----|------------------|--------|--------|--------|--------|
|     | < 21             | 21     | 22     | 23     | 24     |
| 55  | 0.0680           | 0.0680 | 0.0680 | 0.0680 | 0.0680 |
| 56  | 0.0425           | 0.0425 | 0.0425 | 0.0425 | 0.0425 |
| 57  | 0.0425           | 0.0425 | 0.0425 | 0.0425 | 0.0425 |
| 58  | 0.0425           | 0.0425 | 0.0425 | 0.0425 | 0.0425 |
| 59  | 0.0850           | 0.0850 | 0.0850 | 0.0850 | 0.0850 |
| 60  | 0.0850           | 0.0850 | 0.0850 | 0.0850 | 0.0850 |
| 61  | 0.1020           | 0.1020 | 0.1020 | 0.1020 | 0.2125 |
| 62  | 0.2550           | 0.2550 | 0.2550 | 0.4250 | 0.4250 |
| 63  | 0.1360           | 0.1360 | 0.3400 | 0.3400 | 0.3400 |
| 64  | 0.1360           | 0.3400 | 0.3400 | 0.3400 | 0.3400 |
| 65  | 0.3400           | 0.3400 | 0.3400 | 0.3400 | 0.3400 |
| 66  | 0.3400           | 0.3400 | 0.3400 | 0.3400 | 0.3400 |
| 67  | 1.0000           | 1.0000 | 1.0000 | 1.0000 | 1.0000 |

Rates varying by age and service for hourly employees.

| Age | Years of Service |        |        |        |        |
|-----|------------------|--------|--------|--------|--------|
|     | < 21             | 21     | 22     | 23     | 24     |
| 55  | 0.0680           | 0.0680 | 0.0680 | 0.0680 | 0.0680 |
| 56  | 0.0850           | 0.0850 | 0.0850 | 0.0850 | 0.0850 |
| 57  | 0.0850           | 0.0850 | 0.0850 | 0.0850 | 0.0850 |
| 58  | 0.1275           | 0.1275 | 0.1275 | 0.1275 | 0.1275 |
| 59  | 0.1275           | 0.1275 | 0.1275 | 0.1275 | 0.1275 |
| 60  | 0.1275           | 0.1275 | 0.1275 | 0.1275 | 0.1275 |
| 61  | 0.0850           | 0.0850 | 0.0850 | 0.0850 | 0.2125 |
| 62  | 0.2125           | 0.2125 | 0.2125 | 0.4250 | 0.4250 |
| 63  | 0.1020           | 0.1020 | 0.3400 | 0.3400 | 0.3400 |
| 64  | 0.1020           | 0.3400 | 0.3400 | 0.3400 | 0.3400 |
| 65  | 0.3400           | 0.3400 | 0.3400 | 0.3400 | 0.3400 |
| 66  | 0.3400           | 0.3400 | 0.3400 | 0.3400 | 0.3400 |
| 67  | 1.0000           | 1.0000 | 1.0000 | 1.0000 | 1.0000 |

**Lafarge North America Inc. Retirement Plan**  
**EIN 58-1290226/ PN 001**  
**Attachment to 2014 Schedule SB Part V – Statement of Actuarial Assumptions/Methods**

|                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|-------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Deferred vested benefit commencement date | <p>Current inactive: earlier of unreduced retirement age or age 62</p> <p>Current active: earlier of age 62 with 5 years of vesting service or age 65</p> <p>For those deferred vested participants eligible for the special limited period lump sum program during 2014, 60% are assumed to elect a lump sum under the program unless they previously received an offer during the 2012 lump sum program, in which case 20% are assumed to elect a lump sum.</p> |
| Form of payment for future retirees       | <p>12% Life annuity</p> <p>10% 50% Joint and Survivor annuity</p> <p>12% 100% Joint and Survivor annuity</p> <p>6% Ten year certain and life annuity</p> <p>60% Lump sum</p>                                                                                                                                                                                                                                                                                      |
| Lump sums                                 | <p>For current deferred vesteds, normal unmarried form</p> <p>Calculated using segment interest rates and IRC §417(e)(3) unisex mortality. The 2014 limited period lump sums reflect the actual 2014 lump sum basis</p>                                                                                                                                                                                                                                           |
| 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; for participants who are covered under a LTD plan, the pay equal to base pay is level until retirement)                                                                                                                                                                                     |

**Lafarge North America Inc. Retirement Plan**  
**EIN 58-1290226/PN 001**  
**Attachment to 2014 Schedule SB Part V – Statement of Actuarial Assumptions/Methods**

Unpredictable contingent event assumptions

Active participants assumed to be terminated during 2014 through divestitures or restructuring as follows:

| Business Unit       | Rate |
|---------------------|------|
| Maryland Ready Mix  | 50%  |
| Maryland Aggregates | 95%  |
| Arizona             | 50%  |
| New Mexico          | 75%  |
| All Others          | 5%   |

Special early retirement benefits are applicable for those participants meeting eligibility rules. All retirement eligible participants are assumed to commence benefits immediately

\$5,624,000

Administrative expense

Other

January 1, 2014 assets reported by the trustee were reduced by \$155,906 as an estimate of benefits allocable to this plan (apportioned \$75,909 for 2013 and the remainder for prior years).

The results for LNARP reflect Lafarge's election of funding relief under the PRA for the 2009 and 2011 plan years using the 15-year amortization method. To the extent reported to Towers Watson, the minimum required contribution reflects the total amount of employee compensation (including funding nonqualified deferred compensation) in excess of \$1 million, and any extraordinary dividends or stock redemptions, which triggered Installment Acceleration Amounts under the "cash flow rule." The total amount of employee compensation in excess of \$1 million and extraordinary dividends or stock redemptions was determined by Lafarge and is \$393,752 for 2013, and \$352,075 for 2014, to be applied for each of the 2009 and 2011 plan year elections.

|                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                    |                                                                                          |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|
| <b>SCHEDULE SB</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><br><small>Pension Benefit Guaranty Corporation</small> | <b>Single-Employer Defined Benefit Plan</b><br><b>Actuarial Information</b><br><br>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).<br><br><b>► File as an attachment to Form 5500 or 5500-SF.</b> | OMB No 1210-0110<br><br><b>2014</b><br><br><b>This Form Is Open to Public Inspection</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

► 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.

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

|                                                                                                                                                                                                          |                            |                           |                          |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|---------------------------|--------------------------|
| <b>Part I Basic Information</b>                                                                                                                                                                          |                            |                           |                          |
| 1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2014</u>                                                                                                                               |                            |                           |                          |
| 2 Assets:                                                                                                                                                                                                |                            |                           |                          |
| a Market value .....                                                                                                                                                                                     | <b>2a</b>                  | 512587136                 |                          |
| b Actuarial value .....                                                                                                                                                                                  | <b>2b</b>                  | 481566573                 |                          |
| 3 Funding target/participant count breakdown                                                                                                                                                             | (1) Number of participants | (2) Vested Funding Target | (3) Total Funding Target |
| a For retired participants and beneficiaries receiving payment.....                                                                                                                                      | 4419                       | 367333548                 | 367333548                |
| b For terminated vested participants.....                                                                                                                                                                | 2535                       | 82769297                  | 82769297                 |
| c For active participants .....                                                                                                                                                                          | 1304                       | 112750138                 | 122822618                |
| d Total .....                                                                                                                                                                                            | 8258                       | 562852983                 | 572925463                |
| 4 If the plan is in at-risk status, check the box and complete lines (a) and (b) <input type="checkbox"/>                                                                                                |                            |                           |                          |
| a Funding target disregarding prescribed at-risk assumptions .....                                                                                                                                       | <b>4a</b>                  |                           |                          |
| 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 ..... | <b>4b</b>                  |                           |                          |
| 5 Effective interest rate .....                                                                                                                                                                          | <b>5</b>                   | 6.41%                     |                          |
| 6 Target normal cost .....                                                                                                                                                                               | <b>6</b>                   | 13806279                  |                          |

**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.

|                                                                                                                                                                    |                                                                                                                             |                                                                                                                                      |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------|
| <b>SIGN HERE</b>                                                                                                                                                   | DAVID WEBBER<br><br>Signature of actuary | <u>October 1, 2015</u><br>Date<br>1406137<br>Most recent enrollment number<br>703-258-8000<br>Telephone number (including area code) |
| David Webber, FSA<br>Type or print name of actuary<br>TOWERS WATSON DELAWARE INC<br>Firm name<br>901 North Glebe Road<br>Arlington VA 22203<br>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) 2014  
v. 140124

**Part II Beginning of Year Carryover and Prefunding Balances**

|                                                                                                                                                                    | (a) Carryover balance | (b) Prefunding balance |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|------------------------|
| <b>7</b> Balance at beginning of prior year after applicable adjustments (line 13 from prior year).....                                                            | 0                     | 460000                 |
| <b>8</b> Portion elected for use to offset prior year's funding requirement (line 35 from prior year) .....                                                        | 0                     | 460000                 |
| <b>9</b> Amount remaining (line 7 minus line 8).....                                                                                                               | 0                     | 0                      |
| <b>10</b> Interest on line 9 using prior year's actual return of <u>13.56%</u> .....                                                                               | 0                     | 0                      |
| <b>11</b> Prior year's excess contributions to be added to prefunding balance:                                                                                     |                       |                        |
| <b>a</b> Present value of excess contributions (line 38a from prior year).....                                                                                     |                       | 29664                  |
| <b>b(1)</b> Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.7%</u> ..... |                       | 0                      |
| <b>b(2)</b> Interest on line 38b from prior year Schedule SB, using prior year's actual return .....                                                               |                       | 4022                   |
| <b>c</b> Total available at beginning of current plan year to add to prefunding balance.....                                                                       |                       | 33686                  |
| <b>d</b> Portion of (c) to be added to prefunding balance.....                                                                                                     |                       |                        |
| <b>12</b> Other reductions in balances due to elections or deemed elections .....                                                                                  |                       |                        |
| <b>13</b> Balance at beginning of current year (line 9 + line 10 + line 11d - line 12) .....                                                                       | 0                     | 0                      |

**Part III Funding Percentages**

|                                                                                                                                                                            |           |        |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--------|
| <b>14</b> Funding target attainment percentage .....                                                                                                                       | <b>14</b> | 84.05% |
| <b>15</b> Adjusted funding target attainment percentage .....                                                                                                              | <b>15</b> | 84.05% |
| <b>16</b> Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement ..... | <b>16</b> | 78.90% |
| <b>17</b> If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage. ....                                        | <b>17</b> | %      |

**Part IV Contributions and Liquidity Shortfalls**

| <b>18</b> Contributions made to the plan for the plan year by employer(s) and employees: |                                   |                                 |                          |                                   |                                 |
|------------------------------------------------------------------------------------------|-----------------------------------|---------------------------------|--------------------------|-----------------------------------|---------------------------------|
| (a) Date<br>(MM-DD-YYYY)                                                                 | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees | (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees |
| 04/15/2014                                                                               | 7250000                           | 0                               |                          |                                   |                                 |
| 07/15/2014                                                                               | 7250000                           | 0                               |                          |                                   |                                 |
| 01/15/2015                                                                               | 2000000                           | 0                               |                          |                                   |                                 |
| 09/14/2015                                                                               | 3100000                           | 0                               |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
| <b>Totals ▶</b>                                                                          |                                   |                                 | <b>18(b)</b>             | 19600000                          | <b>18(c)</b> 0                  |

|                                                                                                                                      |                                                                     |
|--------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| <b>19</b> Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year: |                                                                     |
| <b>a</b> Contributions allocated toward unpaid minimum required contributions from prior years.....                                  | <b>19a</b> 0                                                        |
| <b>b</b> Contributions made to avoid restrictions adjusted to valuation date .....                                                   | <b>19b</b> 0                                                        |
| <b>c</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date .....              | <b>19c</b> 18796099                                                 |
| <b>20</b> Quarterly contributions and liquidity shortfalls:                                                                          |                                                                     |
| <b>a</b> Did the plan have a "funding shortfall" for the prior year? .....                                                           | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>b</b> If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? .....              | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>c</b> 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       | 0 |

**Part V Assumptions Used to Determine Funding Target and Target Normal Cost****21 Discount rate:****a Segment rates:**1st segment:  
4.99%2nd segment:  
6.32%3rd segment:  
6.99%☐ N/A, full yield curve used**b Applicable month (enter code)****21b**

4

**22 Weighted average retirement age****22**

61

**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**

13806279

**b Excess assets, if applicable, but not greater than line 31a****31b**

0

**32 Amortization installments:**

Outstanding Balance

Installment

**a Net shortfall amortization installment**

91358890

4970641

**b Waiver amortization installment**

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**

18776920

Carryover balance

Prefunding balance

Total balance

**35 Balances elected for use to offset funding requirement**

0

**36 Additional cash requirement (line 34 minus line 35)****36**

18776920

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

18796099

**38 Present value of excess contributions for current year (see instructions)****a Total (excess, if any, of line 37 over line 36)****38a**

19179

**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**

704150

**43 Excess installment acceleration amount to be carried over to future plan years****43**

0

**Lafarge North America Inc. Retirement Plan (LNARP)**  
**EIN 58-1290226**  
**PN 001**

**Attachment to 2014 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 33. The average participant age is 48 and the average participant service is 15. The number of employees expected to retire at each potential age is shown below. The weighted average retirement age is 61. The weighted average retirement age is computed as follows:

**Salaried:**

| (A)<br><u>Age</u>                          | (B)<br>Probability<br>of Attaining<br><u>Age</u> | (C)<br>Retirement<br><u>Rate</u> | (D)<br>Percentage<br>Retiring<br><u>at Each Age</u> | (A) * (D)    |
|--------------------------------------------|--------------------------------------------------|----------------------------------|-----------------------------------------------------|--------------|
| 55                                         | 1.000                                            | 0.0680                           | 0.068                                               | 3.740        |
| 56                                         | 0.932                                            | 0.0425                           | 0.040                                               | 2.218        |
| 57                                         | 0.892                                            | 0.0425                           | 0.038                                               | 2.162        |
| 58                                         | 0.854                                            | 0.0425                           | 0.036                                               | 2.106        |
| 59                                         | 0.818                                            | 0.0850                           | 0.070                                               | 4.103        |
| 60                                         | 0.749                                            | 0.2125                           | 0.159                                               | 9.545        |
| 61                                         | 0.590                                            | 0.2125                           | 0.125                                               | 7.642        |
| 62                                         | 0.464                                            | 0.4250                           | 0.197                                               | 12.233       |
| 63                                         | 0.267                                            | 0.3400                           | 0.091                                               | 5.718        |
| 64                                         | 0.176                                            | 0.3400                           | 0.060                                               | 3.834        |
| 65                                         | 0.116                                            | 0.3400                           | 0.040                                               | 2.570        |
| 66                                         | 0.077                                            | 0.3400                           | 0.026                                               | 1.722        |
| 67                                         | 0.051                                            | 1.0000                           | 0.051                                               | <u>3.394</u> |
| Weighted Average Retirement Age (Salaried) |                                                  |                                  |                                                     | 60.986       |

**Hourly:**

| (A)<br><u>Age</u>                         | (B)<br>Probability<br>of Attaining<br><u>Age</u> | (C)<br>Retirement<br><u>Rate</u> | (D)<br>Percentage<br>Retiring<br><u>at Each Age</u> | (A) * (D)    |
|-------------------------------------------|--------------------------------------------------|----------------------------------|-----------------------------------------------------|--------------|
| 55                                        | 1.000                                            | 0.0680                           | 0.068                                               | 3.740        |
| 56                                        | 0.932                                            | 0.0850                           | 0.079                                               | 4.436        |
| 57                                        | 0.853                                            | 0.0850                           | 0.072                                               | 4.132        |
| 58                                        | 0.780                                            | 0.1275                           | 0.099                                               | 5.770        |
| 59                                        | 0.681                                            | 0.1275                           | 0.087                                               | 5.121        |
| 60                                        | 0.594                                            | 0.2125                           | 0.126                                               | 7.574        |
| 61                                        | 0.468                                            | 0.2125                           | 0.099                                               | 6.064        |
| 62                                        | 0.368                                            | 0.4250                           | 0.157                                               | 9.707        |
| 63                                        | 0.212                                            | 0.3400                           | 0.072                                               | 4.537        |
| 64                                        | 0.140                                            | 0.3400                           | 0.048                                               | 3.042        |
| 65                                        | 0.092                                            | 0.3400                           | 0.031                                               | 2.039        |
| 66                                        | 0.061                                            | 0.3400                           | 0.021                                               | 1.367        |
| 67                                        | 0.040                                            | 1.0000                           | 0.040                                               | <u>2.693</u> |
| Weighted Average Retirement Age (Hourly)  |                                                  |                                  |                                                     | 60.221       |
| Weighted Average Retirement Age for LNARP |                                                  |                                  |                                                     | 60.876       |

**Lafarge North America Inc. Retirement Plan**

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**PN 001**

**Attachment to 2014 Schedule SB, Line 11b – Interest on Present Value of  
Excess Contributions**

The following reconciles the difference between entries on lines 11b on the 2014 Schedule SB and the information on lines 38a and 38b of the 2013 Schedule SB.

On Line 38a of the 2013 Schedule SB for this plan, the present value of excess contributions was reported as \$29,664. Because all of the excess contributions were attributable to the use of prefunding and funding standard carryover balances, Line 38b should also be \$29,664. Lines 11b of the 2014 Schedule SB are completed reflecting \$29,664 in Line 38b of the 2013 Schedule SB.

**Lafarge North America Inc. Retirement Plan**  
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**Attachment to 2014 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**                      All salaried employees of Lafarge North America Inc. at the following locations:

- 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

Mineral Solutions Inc. — All salaried and nonbargained, hourly employees

Friday Harbor Sand & Gravel Co. — All salaried employees

Prior to October 1, 1998, Anchor Water Company — All salaried employees

Lafarge Canada Inc. — Those salaried employees who:

- 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

Prior to August 13, 2003, Lafarge Florida Inc. — All salaried employees

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

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

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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.

Hourly employees at Cave-in Rock Illinois who became salaried employees as of August 1, 2012.

Hourly employees of Aggregates and Concrete of West US Chicago who became salaried employees as of September 1, 2012.



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**Attachment to 2014 Schedule SB Part V – Summary of Plan Provisions**

**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

If applicable, 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 Lafarge North America Inc. Retirement Plan for Blue Circle Heritage Employees.

**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

Credited service as defined as follows:

Years and rounded months of service following attainment of age 21.

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.

For purposes of determining the minimum accrued benefit as of December 31, 2001, Credited Service is defined as:

- i. Years and months of service before January 1, 1976 as a salaried employee (or an hourly employee transferring to salaried status) after age 30
- ii. Years and months of service on or after January 1, 1976 and before January 1, 1985 and after age 25
- iii. Years and months of service on or after January 1, 1985 and after age 21.

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**Attachment to 2014 Schedule SB Part V – Summary of Plan Provisions**

**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 Joppla, 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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**Attachment to 2014 Schedule SB Part V – Summary of Plan Provisions**

**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.

Effective December 31, 2018, future benefit accruals will cease (credited service and final average earnings will be frozen as of December 31, 2018). The plan was amended in 2015 to accelerate the freeze to June 30, 2015.

**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.



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**Attachment to 2014 Schedule SB Part V – Summary of Plan Provisions**

**Eligibility for Benefits**

**Normal retirement**

**Retirement on NRD**

**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 2011 Vulcan Exchange, 2011 Martin Marietta Materials (MMM) Exchange, 2011 Argos Purchase Agreements, 2012 Eagle Purchase Agreement, and various divestitures in 2013 including the Gypsum business are 100% vested.

**Disability**

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.

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.

**Preretirement death benefit**

Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse.

**Special early retirement**

In connection with the disposition or closing of a facility or the restructuring of operations, employees meeting the following criteria:

- ▶ 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

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**Attachment to 2014 Schedule SB Part V – Summary of Plan Provisions**

**Benefits Paid Upon the Following Events**

Normal retirement

Monthly pension benefit determined as of NRD

Early retirement

Monthly pension benefit 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<br/>Benefit Commences</u> | <u>Early Retirement<br/>Factor</u> |
|-------------------------------------------|------------------------------------|
| 64                                        | 1.00                               |
| 63                                        | 1.00                               |
| 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

For covered employees:

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.

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 earnings rate received immediately prior to disablement. The participant may elect immediate unreduced benefits payable as a life annuity.

**Lafarge North America Inc. Retirement Plan**  
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**Attachment to 2014 Schedule SB Part V – Summary of Plan Provisions**

Preretirement  
death

Monthly preretirement death benefits on behalf of both active and terminated vested employees are reduced as described above.

Special early retirement

Immediate commencement of unreduced monthly pension benefit equal to the accrued normal retirement benefit.

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.

A special lump sum option was 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 could 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 was equal to the special early pension multiplied by one minus a fraction where the numerator was the lump sum payment made and denominator was the actuarial present value of the special early retirement pension.

Employees terminating prior to April 1, 2011 were 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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**Attachment to 2014 Schedule SB Part V – Summary of Plan Provisions**

**Other Plan Provisions**

**Forms of payment**

Monthly pension benefits are paid as a life annuity (if the participant is unmarried), an actuarially equivalent 50% joint and survivor annuity (if the participant is married), 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 (married participants only)
- ▶ 100% joint and survivor annuity (married participants only)
- ▶ Life 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 exceeds \$1,000 but does not exceed \$7,500
- ▶ Lump sum (for participants who complete an hour of service on or after April 1, 2014) which must be elected within a limited period following termination of employment, unless the lump sum does not exceed \$7,500
- ▶ Certain participants who terminated prior to April 1, 2014 are eligible to elect a lump sum for a limited period during 2014, with the lump sum to be payable effective September 2014. A similar lump sum program was offered during 2012 for certain terminated participants
- ▶ 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%

Lump sums are calculated using IRC §417(e) assumptions and reflect the present value of the normal retirement benefit.

An automatic lump sum distribution is made if the present value of benefits is no more than \$1,000 (\$5,000 for survivor benefits).

Participants who participated in the LNARP prior to January 1, 2002, or who are receiving benefits under LNARP as a result of a spinoff or transfer of liabilities and assets into LNARP, may have other benefit payment options and definitions of actuarial equivalence applicable to all or part of their benefits.

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.

**Maximum on benefits and pay**

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**Lafarge North America Inc. Retirement Plan**  
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**Attachment to 2014 Schedule SB Part V – Summary of Plan Provisions**

**Changes in Plan Provisions Since Prior Year Valuation and Other Events**

Effective August 30, 2013, Lafarge divested the U.S. Gypsum business to an affiliate of Lone Star Funds. As a result, approximately 298 employees participating in the plan were terminated from Lafarge. Other smaller divestitures closed during 2013. Vesting was granted to participants who were not vested.

Effective April 1, 2013, the presumed Adjusted Funding Target Attainment Percentage (AFTAP) fell below 80%, LNARP resumed partial restrictions on accelerated forms of distributions. However, effective August 29, 2014, the AFTAP was certified to be above 80% and partial restrictions on accelerated forms of distributions ceased.

In 2013, the plan was amended to freeze benefit accruals in the plan effective December 31, 2018.

The pension multiplier for minimum benefits increased from \$40.50 per month to \$42.00 per month effective December 16, 2013.

The ongoing lump sum for participants who have an hour of service on or after April 1, 2014 was added via plan amendment during 2014. The limited period lump sum offering for certain participants who terminated prior to April 1, 2014 was also added via plan amendment during 2014 for payment effective September 2014. Both of these plan changes are reflected in this valuation. Lafarge sponsored an additional limited period lump sum offering for a small group of participants for payment effective November 2014; this plan change is not reflected in this valuation.

In 2014, Lafarge divested certain facilities in Maryland (Aggregates) and New Mexico affecting a limited number of plan participants. Vesting was granted to participants who were not vested. Certain participants became eligible for special early retirement in 2014, primarily due to these transactions. These transactions are not reflected in the 2014 valuation, except to the extent related to an unpredictable contingent event assumption.

At the end of March 2015, Lafarge adopted a plan change to accelerate the pension plan freeze from December 31, 2018 to June 30, 2015. This plan change was not reflected in the 2014 valuation.

Effective July 20, 2015, Lafarge divested certain operations in Davenport, Iowa to Summit Materials, Inc., which affected a limited number of plan participants. This transaction is not reflected in the 2014 valuation.

Towers Watson is not aware of any other plan changes which are required to be reflected.

**Lafarge North America Inc. Retirement Plan**  
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**Attachment to 2014 Schedule SB , Schedule SB, Line 32 - Schedule of Amortization Bases**

| Type of Base |                         | Date<br>Established | Remaining<br>Amortization<br>Period (Years) | Present Value of<br>Remaining<br>Installments | Amortization<br>Payment |
|--------------|-------------------------|---------------------|---------------------------------------------|-----------------------------------------------|-------------------------|
| 1            | Shortfall               | 01/01/2014          | 7                                           | (26,055,243)                                  | (4,360,579)             |
| 2            | Shortfall               | 01/01/2013          | 6                                           | 15,211,792                                    | 2,879,467               |
| 3            | Shortfall               | 01/01/2012          | 5                                           | (73,331,671)                                  | (16,128,300)            |
| 4            | Shortfall -- 15 years   | 01/01/2011          | 12                                          | 77,185,606                                    | 8,930,084               |
| 5            | Shortfall               | 01/01/2010          | 3                                           | 483,647                                       | 169,127                 |
| 6            | Shortfall -- 15 years   | 01/01/2009          | 10                                          | 97,864,759                                    | 12,776,692              |
| 7            | InstallmentAcceleration | 01/01/2011          |                                             |                                               | 352,075                 |
| 8            | InstallmentAcceleration | 01/01/2009          |                                             |                                               | 352,075                 |
| Total        |                         |                     |                                             | 91,358,890                                    | 4,970,641               |

**Lafarge North America Inc. Retirement Plan**

**EIN 58-1290226**

**PN 001**

**Attachment to 2014 Schedule SB, Line 24 – Change in Non-Prescribed  
Actuarial Assumptions**

The unpredictable contingent event assumption was changed to the assumption noted below.

Active participants assumed to be terminated during 2014 through divestitures or restructuring as follows:

| Business Unit       | Rate |
|---------------------|------|
| Maryland Ready Mix  | 50%  |
| Maryland Aggregates | 95%  |
| Arizona             | 50%  |
| New Mexico          | 75%  |
| All Others          | 5%   |

Special early retirement benefits are applicable for those participants meeting eligibility rules. All retirement eligible participants are assumed to commence benefits immediately.

The assumptions regarding lump sum elections for the ongoing lump sum and the limited period lump sum offering in 2014 were added to the valuation as a result of the plan changes adding these features to the plan.

The retirement rates were changed as a result of the announcement of the 2018 plan freeze and changes to the postretirement medical plan. Last year's rates were reduced by 20% for ages 63 through 66 for 2014 through 2019. For 2020 and future years, the 2019 rates were further reduced by 15% for all ages up to 67.

Assumed annual rates of increase in salaries were reduced 50 basis points since the prior year's valuation.