

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 <div style="font-size: 24pt; font-weight: bold;">2014</div> This Form is Open to Public Inspection
---	--	---

Part I	Annual Report Identification Information
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or ☒ a single-employer plan; ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>PENSION PLAN FOR BLUE CIRCLE HERITAGE HOURLY COMPENSATED EMPLOYEES (CEMENT)</u>	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:80%;">1b Three-digit plan number (PN) ▶</td> <td style="width:20%; text-align: center;"><u>038</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/2002</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>038</u>	1c Effective date of plan <u>01/01/2002</u>	
1b Three-digit plan number (PN) ▶	<u>038</u>				
1c Effective date of plan <u>01/01/2002</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>LAFARGE NORTH AMERICA, INC.</u> <u>13450 SUNRISE VALLEY DR. , STE. 220</u> <u>HERNDON, VA 20171</u>	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>58-1290226</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>703-480-3600</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>327300</u></td> </tr> <tr> <td style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) <u>58-1290226</u>	2c Plan Sponsor's telephone number <u>703-480-3600</u>	2d Business code (see instructions) <u>327300</u>	
2b Employer Identification Number (EIN) <u>58-1290226</u>					
2c Plan Sponsor's telephone number <u>703-480-3600</u>					
2d Business code (see instructions) <u>327300</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2015	LAUREEN STROHL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number) (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor BENEFIT ADMINISTRATION COMMITTEE 8700 W. BRYN MAWR ROAD, SUITE 300N CHICAGO, IL 60631	3b Administrator's EIN 58-1290226
	3c Administrator's telephone number 773-372-1000
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 186
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).	
a(1) Total number of active participants at the beginning of the plan year	6a(1) 0
a(2) Total number of active participants at the end of the plan year	6a(2) 1
b Retired or separated participants receiving benefits	6b 214
c Other retired or separated participants entitled to future benefits.....	6c 243
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 458
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 41
f Total. Add lines 6d and 6e	6f 499
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1B	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☐ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (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 _____

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 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

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

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

A Name of plan <u>PENSION PLAN FOR BLUE CIRCLE HERITAGE HOURLY COMPENSATED EMPLOYEES (CEMENT)</u>	B Three-digit plan number (PN) ▶ <u>038</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>LAFARGE NORTH AMERICA, INC.</u>	D Employer Identification Number (EIN) <u>58-1290226</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2014</u>	
2 Assets:	
a Market value	2a <u>2989506</u>
b Actuarial value	2b <u>2830493</u>
3 Funding target/participant count breakdown	
a For retired participants and beneficiaries receiving payment.....	(1) Number of participants <u>19</u> (2) Vested Funding Target <u>700256</u> (3) Total Funding Target <u>700256</u>
b For terminated vested participants.....	<u>167</u> <u>1330453</u> <u>1330453</u>
c For active participants.....	<u>0</u> <u>0</u> <u>0</u>
d Total.....	<u>186</u> <u>2030709</u> <u>2030709</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b
5 Effective interest rate	5 <u>6.73%</u>
6 Target normal cost	6 <u>76000</u>

Statement by Enrolled Actuary

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

SIGN HERE		<u>10/01/2015</u>
	Signature of actuary	Date
<u>DAVID WEBBER, FSA</u>	Type or print name of actuary	<u>14-06137</u>
		Most recent enrollment number
<u>TOWERS WATSON DELAWARE INC</u>	Firm name	<u>703-258-8000</u>
		Telephone number (including area code)
<u>901 NORTH GLEBE ROAD</u> <u>ARLINGTON, VA 22203</u>	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
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	910000
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	138330
9 Amount remaining (line 7 minus line 8)	0	771670
10 Interest on line 9 using prior year's actual return of <u>13.35</u> %	0	103018
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b(1) 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>6.54</u> %		0
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		
12 Other reductions in balances due to elections or deemed elections		
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	874688

Part III Funding Percentages		
14 Funding target attainment percentage	14	96.31 %
15 Adjusted funding target attainment percentage	15	139.38 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	90.99 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ▶			18(b)	0	18(c)
					0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No		
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No		
c If line 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd
0	0	0
(4) 4th		
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
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	76000	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	74904	16282	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..	34	92282	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....		95000	95000
36 Additional cash requirement (line 34 minus line 35).....	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	0	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b		
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		
43 Excess installment acceleration amount to be carried over to future plan years	43		

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <hr/> 2014 <hr/> 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 <u>PENSION PLAN FOR BLUE CIRCLE HERITAGE HOURLY COMPENSATED EMPLOYEES (CEMENT)</u>	B Three-digit plan number (PN) ►	<u>038</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>LAFARGE NORTH AMERICA, INC.</u>	D Employer Identification Number (EIN) <u>58-1290226</u>	

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

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

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

c EIN-PN <u>22-3481535-001</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>18459698</u>
---------------------------------------	-------------------------------	---

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):

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2014 This Form is Open to Public Inspection
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>		
A Name of plan <u>PENSION PLAN FOR BLUE CIRCLE HERITAGE HOURLY COMPENSATED EMPLOYEES (CEMENT)</u>	B Three-digit plan number (PN) ►	<u>038</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>LAFARGE NORTH AMERICA, INC.</u>	D Employer Identification Number (EIN) <u>58-1290226</u>	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash		1a	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....		1b(1)	00
(2) Participant contributions		1b(2)	
(3) Other.....		1b(3)	
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....		1c(1)	
(2) U.S. Government securities		1c(2)	
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred		1c(3)(A)	
(B) All other		1c(3)(B)	
(4) Corporate stocks (other than employer securities):			
(A) Preferred		1c(4)(A)	
(B) Common.....		1c(4)(B)	
(5) Partnership/joint venture interests		1c(5)	
(6) Real estate (other than employer real property).....		1c(6)	
(7) Loans (other than to participants)		1c(7)	
(8) Participant loans.....		1c(8)	
(9) Value of interest in common/collective trusts		1c(9)	
(10) Value of interest in pooled separate accounts		1c(10)	
(11) Value of interest in master trust investment accounts		1c(11)	298950618459698
(12) Value of interest in 103-12 investment entities.....		1c(12)	
(13) Value of interest in registered investment companies (e.g., mutual funds).....		1c(13)	
(14) Value of funds held in insurance company general account (unallocated contracts).....		1c(14)	
(15) Other		1c(15)	

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	2989506	18459698

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	20409	160937
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	20409	160937

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	2969097	18298761
---	-----------	---------	----------

Part II Income and Expense Statement

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

Income

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

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		291675
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		291675

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1601338	
(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)		1601338
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)	272810	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		272810
j Total expenses. Add all expense amounts in column (b) and enter total	2j		1874148

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-1582473
l Transfers of assets:			
(1) To this plan	2l(1)		16912137
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: CHERRY BEKAERT LLP

(2) EIN: 56-0574444

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

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

Part IV Compliance Questions

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

During the plan year:

- a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)
- b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

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

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

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

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

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)

6a Name of trust	6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 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 <u>PENSION PLAN FOR BLUE CIRCLE HERITAGE HOURLY COMPENSATED EMPLOYEES (CEMENT)</u>	B Three-digit plan number (PN) ▶ <u>038</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>LAFARGE NORTH AMERICA, INC.</u>	D Employer Identification Number (EIN) <u>58-1290226</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>36-3046063</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>115</u>

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

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

Part III	Amendments
-----------------	-------------------

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- a** Enter the percentage of plan assets held as:
 Stock: 0.0% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%
- b** Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more
- c** What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

LAFARGE NORTH AMERICA INC.

**PENSION PLAN FOR BLUE CIRCLE
HERITAGE HOURLY COMPENSATED
EMPLOYEES (CEMENT)**

FINANCIAL STATEMENTS

***As of and for the Years Ended December 31, 2014
and 2013***

And Report of Independent Auditor

**LAFARGE NORTH AMERICA INC. PENSION PLAN FOR BLUE CIRCLE
HERITAGE HOURLY COMPENSATED EMPLOYEES (CEMENT)**
TABLE OF CONTENTS

REPORT OF INDEPENDENT AUDITOR 1-2

FINANCIAL STATEMENTS

Statements of Net Assets Available for Benefits 3
Statements of Changes in Net Assets Available for Benefits 4
Notes to the Financial Statements 5-13

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. Pension Plan for Blue Circle Heritage Hourly Compensated Employees (Cement’s) only investment is in the Lafarge North America Inc. Master Trust.



Report of Independent Auditor

The Pension Committee
Lafarge North America Inc. Pension Plan for Blue Circle
Heritage Hourly Compensated Employees (Cement)
Chicago, Illinois

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Lafarge North America Inc. Pension Plan for Blue Circle Heritage Hourly Compensated Employees (Cement) (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 5, which was certified by The Northern Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 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.

Other Matter

As described in Note 9 to the financial statements, the Lafarge North America Inc. Pension Plan for Hourly Compensated Employees (Gypsum), the Lafarge North America Inc. Pension Plan for Blue Circle Heritage Hourly Compensated Employees (Aggregates), and the Blue Circle Inc. Pension Plan for Cement Union Hourly Employees were merged into the Plan effective December 31, 2014.

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 "Cherry BeKaert LLP". The signature is written in a cursive, flowing style.

Tysons Corner, Virginia
October 13, 2015

**LAFARGE NORTH AMERICA INC. PENSION PLAN FOR BLUE CIRCLE
HERITAGE HOURLY COMPENSATED EMPLOYEES (CEMENT)
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**

DECEMBER 31, 2014 AND 2013

	2014	2013
ASSETS		
Investments in the Master Trust, at fair value	\$ 1,547,561	\$ 2,989,506
Transfer in receivable from other Plans	<u>16,912,137</u>	<u>-</u>
Total assets	<u>18,459,698</u>	<u>2,989,506</u>
LIABILITIES		
Administrative expenses payable	<u>160,937</u>	<u>20,409</u>
Net assets available for benefits	<u><u>\$ 18,298,761</u></u>	<u><u>\$ 2,969,097</u></u>

**LAFARGE NORTH AMERICA INC. PENSION PLAN FOR BLUE CIRCLE
HERITAGE HOURLY COMPENSATED EMPLOYEES (CEMENT)**
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEARS ENDED DECEMBER 31, 2014 AND 2013

	<u>2014</u>	<u>2013</u>
ADDITIONS		
Net investment income in the Master Trust	<u>\$ 291,675</u>	<u>\$ 352,022</u>
DEDUCTIONS		
Benefits paid to participants	1,601,338	254,751
Administrative expenses	<u>272,810</u>	<u>78,493</u>
Total deductions	<u>1,874,148</u>	<u>333,244</u>
Net (decrease) increase in net assets available for benefits	(1,582,473)	18,778
Transfer of assets from other Plans	16,912,137	-
Net assets available for benefits at beginning of year	<u>2,969,097</u>	<u>2,950,319</u>
Net assets available for benefits at end of year	<u><u>\$ 18,298,761</u></u>	<u><u>\$ 2,969,097</u></u>

**LAFARGE NORTH AMERICA INC. PENSION PLAN FOR BLUE CIRCLE
HERITAGE HOURLY COMPENSATED EMPLOYEES (CEMENT)
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. Pension Plan for Blue Circle Heritage Hourly Compensated Employees (Cement) (the “Plan”) provides only general information. Participants should refer to the Plan document, as amended and restated, for a more complete description of the Plan’s provisions.

General – The Blue Circle Inc. Pension Plan for Cement Union Hourly Employees (the Blue Circle Plan) was established May 1, 1981 and later acquired by Lafarge Materials Inc. On January 1, 2002 all employees transferred employment to Lafarge North America, Inc. (the “Company”). At that time the Blue Circle Plan was effectively frozen and participants stopped accruing benefits under the Blue Circle Plan.

The Company established the Plan to provide employees with substantially the same benefits as they received under the Blue Circle Plan. The Plan was most recently amended effective December 31, 2014 to merge other plans into the Plan. The Plan is a noncontributory defined benefit plan that provides for pension and disability benefits to certain hourly compensated employees who work at the Roberta, Alabama plant and are a member of the United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers International Union Local No. 3-0537. The Plan provides for normal retirement at age 65, with early retirement after age 55 and 5 years of credited service or 30 years of credited service regardless of age. The Plan also provides for benefits to participants with at least 10 years of credited service who meet certain disability requirements. Additionally, under certain circumstances, participants may be eligible to receive benefits in the event of a layoff or permanent shutdown of a plant. If a participant eligible for early or normal retirement dies before electing to retire, his or her surviving spouse may be eligible to receive benefits. 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”).

Effective December 31, 2014, the Lafarge North America Inc. Pension Plan for Hourly Compensated Employees (Gypsum), Lafarge North America Inc. Pension Plan for Blue Circle Heritage Hourly Compensated Employees (Aggregates), and Blue Circle Inc. Pension Plan for Cement Union Hourly Employees were merged into the Plan. See Note 9 for further information.

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.

**LAFARGE NORTH AMERICA INC. PENSION PLAN FOR BLUE CIRCLE
HERITAGE HOURLY COMPENSATED EMPLOYEES (CEMENT)
NOTES TO THE FINANCIAL STATEMENTS**

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

Note 1—Description of plan (continued)

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 5 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 monthly annuity payables have a variety of payment options.

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 Plan 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 vested benefit service and the disability benefit factor 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 basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Cash and Cash Equivalents – For purposes of the disclosure of investments in the Master Trust (see Note 5), the Plan considers all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents. Cash and cash equivalents held in the Master Trust may include short-term investments held by institutions that are not covered by the Federal Deposit Insurance Corporation.

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.

**LAFARGE NORTH AMERICA INC. PENSION PLAN FOR BLUE CIRCLE
HERITAGE HOURLY COMPENSATED EMPLOYEES (CEMENT)
NOTES TO THE FINANCIAL STATEMENTS**

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

Note 2—Significant accounting policies (continued)

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. During 2014 and 2013, the Company was not required to make any contributions to the Plan. The Company's contributions for 2014 and 2013 met or 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.

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 plans 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).

**LAFARGE NORTH AMERICA INC. PENSION PLAN FOR BLUE CIRCLE
HERITAGE HOURLY COMPENSATED EMPLOYEES (CEMENT)
NOTES TO THE FINANCIAL STATEMENTS**

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

Note 2—Significant accounting policies (continued)

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.

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—Actuarial present value of accumulated plan benefits

Accumulated plan benefits are those periodic payments, including lump sum distributions, which are attributable under the Plan's provisions to the services rendered by employees to the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries and (b) surviving spouse of employees who have died, and (c) present employees or their beneficiaries.

Benefits for retired or terminated participants or their beneficiaries are based on (a) rates negotiated between the Company and the union representing the cement hourly employees and (b) the employee's number of years of credited service as of the valuation date. The accumulated plan benefits for active participants are based on their total years of credited service up to 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 participant service rendered to the valuation date.

**LAFARGE NORTH AMERICA INC. PENSION PLAN FOR BLUE CIRCLE
HERITAGE HOURLY COMPENSATED EMPLOYEES (CEMENT)
NOTES TO THE FINANCIAL STATEMENTS**

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

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

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.

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 6.73%, an increase from 6.54% 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. 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	\$ 705,298
Other participants	<u>1,464,323</u>
Total vested benefits	<u>2,169,621</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 2,169,621</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, beginning of year	\$ 2,168,167
Increase (decrease) during the year attributable to:	
Benefits accumulated & non-investment experience	67,171
Increase for interest due to decrease in discount period	132,813
Benefits paid	(254,751)
Assumption changes	<u>55,741</u>
Actuarial present value of accumulated plan benefits, end of year	<u>\$ 2,169,621</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, and administrative expense assumptions were updated.

**LAFARGE NORTH AMERICA INC. PENSION PLAN FOR BLUE CIRCLE
HERITAGE HOURLY COMPENSATED EMPLOYEES (CEMENT)
NOTES TO THE FINANCIAL STATEMENTS**

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

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

Effective December 31, 2014, several other plans were merged into the Plan. Accordingly, the other plans' accumulated plan benefits and net assets were transferred into the Plan on January 1, 2015. See Note 9 for further information. In addition, from September 9, 2014 through October 27, 2014, the Plan offered certain vested participants an opportunity to elect a lump-sum payment for special early retirement. These events were 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 4—Income tax status

The Plan has received a determination letter from the IRS dated September 12, 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 has been amended since receiving the determination letter. However, the Plan administrator believes the Plan is currently designed and is being operated in compliance with the applicable requirements of the IRC and has no income subject to unrelated business income tax 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 5—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 0.25% and 0.48%, respectively. Investment income and administrative expenses relating to the Master Trust are allocated to the individual plans based on each Plan's interest.

**LAFARGE NORTH AMERICA INC. PENSION PLAN FOR BLUE CIRCLE
HERITAGE HOURLY COMPENSATED EMPLOYEES (CEMENT)
NOTES TO THE FINANCIAL STATEMENTS**

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

Note 5—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	<u>4,644,232</u>	<u>3,562,161</u>
	<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	<u>17,564,892</u>	<u>15,242,817</u>
	<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	\$ 71,352,762	\$ 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 Invts 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. PENSION PLAN FOR BLUE CIRCLE
HERITAGE HOURLY COMPENSATED EMPLOYEES (CEMENT)
NOTES TO THE FINANCIAL STATEMENTS**

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

Note 6—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 7—Significant Plan transactions

During 2014, the Plan offered certain vested participants an opportunity to elect a lump-sum payment for special early retirement. See Note 3 for further information.

Note 8—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.

**LAFARGE NORTH AMERICA INC. PENSION PLAN FOR BLUE CIRCLE
HERITAGE HOURLY COMPENSATED EMPLOYEES (CEMENT)
NOTES TO THE FINANCIAL STATEMENTS**

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

Note 9—Subsequent events

On December 22, 2014, the Company amended the Plan effective December 31, 2014, such that assets held by the Lafarge North America Inc. Pension Plan for Hourly Compensated Employees (Gypsum), the Lafarge North America Inc. Pension Plan for Blue Circle Heritage Hourly Compensated Employees (Aggregates), and the Blue Circle Inc. Pension Plan for Cement Union Hourly Employees will be transferred to the Plan.

On January 1, 2015, the Lafarge North America Inc. Pension Plan for Hourly Compensated Employees (Gypsum), the Lafarge North America Inc. Pension Plan for Blue Circle Heritage Hourly Compensated Employees (Aggregates), and the Blue Circle Inc. Pension Plan for Cement Union Hourly Employees were merged into the Plan. The following amounts were transferred into the Plan and are recorded as a receivable on the statement of net assets available for benefits as of December 31, 2014:

Lafarge North America Inc. Pension Plan for Hourly Compensated Employees (Gypsum)	\$ 3,213,590
Lafarge North America Inc. Pension Plan for Blue Circle Heritage Hourly Compensated Employees (Aggregates)	13,142,663
Blue Circle Inc. Pension Plan for Cement Union Hourly Employees	<u>555,884</u>
Total assets transferred into the Plan	<u>\$ 16,912,137</u>

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.

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.

Lafarge North America Inc. Pension Plan for Blue Circle Heritage Hourly Compensated Employees (Cement)
EIN 58-1290226/PN 038
Attachment to 2014 Schedule SB Part V – Statement of Actuarial Assumptions and Methods

Lafarge North America Inc. Pension Plan for Blue Circle Heritage Hourly Compensated Employees (Cement)
Assumptions and Methods

Economic Assumptions

Interest rate basis:

- ▶ Applicable month
- ▶ Yield curve basis

Interest rates:

- ▶ First segment rate
- ▶ Second segment rate
- ▶ Third segment rate

September 2013 based on yields
through August preceding the
valuation date

Segment rates	
Not reflecting MAP-21/HATFA corridors	Reflecting MAP-21/HATFA
1.37%	4.99%
4.05%	6.32%
5.06%	6.99%

Lafarge North America Inc. Pension Plan for Blue Circle Heritage Hourly Compensated Employees (Cement)
EIN 58-1290226/PN 038
Attachment to 2014 Schedule SB Part V – Statement of Actuarial Assumptions and 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

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).

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.

Benefits not valued

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.

Other changes

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) or for funding (IRC §430) purposes. The HATFA corridor extension applies for all purposes for the 2014 plan year.

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.

The administrative expense assumption was updated.

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

Lafarge North America Inc. Pension Plan for Blue Circle Heritage Hourly Compensated Employees (Cement)
EIN 58-1290226/PN 038
Attachment to 2014 Schedule SB Part V – Statement of Actuarial Assumptions and Methods
effect on the results of our calculations.

Lafarge North America Inc. Pension Plan for Blue Circle Heritage Hourly Compensated Employees (Cement)
Assumptions

Economic Assumptions – Plan Specific

Effective Interest Rate 6.73%

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 N/A

Disability N/A

Retirement N/A

Deferred vested benefit commencement date Earlier of unreduced retirement age or age 62

Form of payment for future retirees For current deferred vesteds, normal unmarried form

Percent married 75% of males; 75% of females

Spouse age Wife three years younger than husband

Administrative expense \$76,000

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 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

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

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

A Name of plan LAFARGE NORTH AMERICA INC. PENSION PLAN FOR BLUE CIRCLE HERITAGE HOURLY COMPENSATED EMPLOYEES (CEMENT)	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:70%;">B Three-digit plan number (PN) ►</td> <td style="width:30%; text-align: center;">038</td> </tr> </table>	B Three-digit plan number (PN) ►	038
B Three-digit plan number (PN) ►	038		
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF LAFARGE NORTH AMERICA INC.	D Employer Identification Number (EIN) 58-1290226		
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B			
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500			

Part I Basic Information			
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2014</u>			
2 Assets:			
a Market value	2a	2989506	
b Actuarial value	2b	2830493	
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	19	700256	700256
b For terminated vested participants	167	1330453	1330453
c For active participants	0	0	0
d Total	186	2030709	2030709
4 If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5	6.73%	
6 Target normal cost	6	76000	

Statement by Enrolled Actuary

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

SIGN HERE	DAVID WEBBER  Signature of actuary	<div style="text-align: right; font-family: cursive;">OCTOBER 1, 2015</div> Date 1406137
DAVID WEBBER, FSA Type or print name of actuary		Most recent enrollment number 703-258-8000
TOWERS WATSON DELAWARE INC Firm name		Telephone number (including area code)
901 NORTH GLEBE ROAD 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 ☐

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
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	910000
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	138330
9 Amount remaining (line 7 minus line 8)	0	771670
10 Interest on line 9 using prior year's actual return of <u>13.35%</u>	0	103018
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b(1) 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>6.54%</u>		0
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		
12 Other reductions in balances due to elections or deemed elections		
13 Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	0	874688

Part III Funding Percentages

14 Funding target attainment percentage	14	96.31%
15 Adjusted funding target attainment percentage	15	139.38%
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	90.99%
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and Liquidity Shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ▶			18(b)	0	18(c) 0

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

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

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If line 20a is "Yes," see instructions and complete the following table as applicable:	

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:			
a Segment rates:	1st segment: 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
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	76000	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment	74904		16282
b Waiver amortization installment	0		0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	92282	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement		95000	95000
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	0	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b		
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		
43 Excess installment acceleration amount to be carried over to future plan years	43		

Lafarge North America Inc. Pension Plan for Blue Circle Heritage Hourly Compensated Employees (Cement)
EIN 58-1290226/PN 038
Attachment to 2014 Schedule SB Part V – Summary of Plan Provisions

Lafarge North America Inc. Pension Plan for Blue Circle Heritage Hourly Compensated Employees (Cement)
Plan Provisions

Effective Date

The original effective date of this plan was January 1, 2002.

Covered Employees

All employees at the Roberta, Alabama Plant, and employees terminated from the Tulsa, Oklahoma Plant prior to 2010, covered by a collective bargaining agreement.

The Roberta Plant was divested effective October 3, 2011, and the Tulsa Plant was divested effective November 30, 2012.

Participation Date

Covered employees participate on their date of hire. Former active participants of the Blue Circle Inc. Pension Plan for Cement Union Hourly Employees on December 31, 2001 participate on January 1, 2002.

Definitions

Eligibility service

One year of eligibility service is accrued for each plan year in which the participant works 1,000 hours.

Credited service

One year of credited service is accrued for each plan year in which a participant works 1,200 hours, with 1/12 of a year's credit given for each 100 hours worked less than 1,200. Prior plan provisions apply for credited service prior to adoption of this plan.

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 for Cement Union Hourly Employees is entitled to service credit for periods of employment with BCNA prior to January 1, 2002 which are taken into account for purposes of determining the participant's credited service as well as periods taken into account in determining eligibility service under the Blue Circle Inc. Pension Plan for Cement Union Hourly Employees.

Normal retirement date
(NRD)

First day of the month coinciding with or next following the attainment of age 65.

Lafarge North America Inc. Pension Plan for Blue Circle Heritage Hourly Compensated Employees (Cement)
EIN 58-1290226/PN 038
Attachment to 2014 Schedule SB Part V – Summary of Plan Provisions

Monthly pension benefit

The accrued benefit for an employee at the Roberta location is computed by multiplying the retirement multiplier below by credited service:

<u>Retirement Multiplier</u>	<u>Effective Date</u>
\$27.50	6/1/2003
\$28.50	6/1/2004
\$29.50	6/1/2005
\$30.50	6/1/2006
\$31.50	6/1/2007
\$32.50	6/1/2008
\$33.50	6/1/2009
\$35.00	5/21/2011

The benefit payable under this plan is 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 for Cement Union Hourly Employees, under which a benefit is determined, based on service with respect to which the participant is also entitled to credited service under this plan.

The accrued benefit for an employee at the Tulsa location is equal to \$29.00 multiplied by credited service effective May 1, 2006. The multiplier increased to \$30.00 effective May 1, 2007 and \$32.00 effective May 1, 2008.

Monthly preretirement death benefit

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

Eligibility for Benefits

Normal retirement

Retirement on NRD

Early retirement

The earlier of the first day of the month coinciding with or next following the attainment of age 55 with 5 years of eligibility service, or 30 years of eligibility service regardless of age.

Postponed retirement

Retirement after NRD

Vested termination

Termination for reason other than death or retirement after completing 5 years of eligibility service. Participants represented by United States Steel Workers International Union, Local #9-537 employed at the Roberta, Alabama Plant on the closing date of the Argos Purchase Agreement became 100% vested.

Disability retirement

A participant with 10 years eligibility service who is unable to obtain gainful employment by reason of total and permanent disability is eligible for disability.

Preretirement death benefit

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

Lafarge North America Inc. Pension Plan for Blue Circle Heritage Hourly Compensated Employees (Cement)
EIN 58-1290226/PN 038
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 is reduced .3% for each month that actual retirement date precedes NRD, however, the benefit is unreduced after 30 years of eligibility service.
Postponed retirement	Monthly pension benefit determined as of actual 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.
Disability retirement	The monthly disability benefit, payable immediately, is equal to the disability multiplier times credited service. For Roberta, the disability multiplier is equal to the normal retirement benefit multiplier. For Tulsa, the disability multiplier is equal to the normal retirement benefit multiplier plus \$1.
Preretirement death	Monthly preretirement death benefits on behalf of both active and terminated vested employees are reduced as described above.

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:

- ▶ Joint and 66 2/3% survivor annuity (married participants only)
- ▶ Joint and 75% survivor annuity (married participants only)
- ▶ Joint and 100% survivor annuity (married participants only)
- ▶ Life annuity
- ▶ Single lump sum (Roberta participants only, available at retirement age only)
- ▶ Certain participants are eligible to elect a lump sum for a limited period during 2014, with the lump sum to be payable effective November 2014.

Lump sums are calculated using IRC §417(e) assumptions as present value of benefits commencing at earliest retirement age.

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

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

- ▶ Participant mortality: GAM 1971 male
- ▶ Beneficiary mortality: GAM 1971 female
- ▶ Interest rate: 5.50%

Lafarge North America Inc. Pension Plan for Blue Circle Heritage Hourly Compensated Employees (Cement)
EIN 58-1290226/PN 038
Attachment to 2014 Schedule SB Part V – Summary of Plan Provisions

Maximum on benefits

All benefits 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.

Changes in Plan Provisions Since Prior Year Valuation and Other Events

Lafarge sponsored a limited period lump sum offering for certain participants for payment effective November 2014; this plan change is not reflected in this valuation.

Effective December 31, 2014, the Lafarge North America Inc. Pension Plan for Hourly Compensated Employees (Gypsum), the Lafarge North America Inc. Pension Plan for Blue Circle Heritage Hourly Compensated Employees (Aggregates), and the Blue Circle Inc. Pension Plan for Cement Union Hourly Employees merged into the Lafarge North America Inc. Pension Plan for Blue Circle Heritage Hourly Compensated Employees (Cement). This event did not impact the 2014 actuarial valuation.

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

Lafarge North America Inc
Lafarge North America Inc. Pension Plan for BC Hourly Compensated Employees (Cement)

EIN: 58-1290226
Plan: 038

2014 Schedule R (Form 5500) Line 18 - Funded Percentage of Plans Contributing to the Liabilities of Plan Participants

Plan Name	EIN	Plan	Funding Percentage as of the last day of the 2013 plan year
Lafarge North America Inc. Pension Plan for Blue Circle Heritage Hourly Compensated Employees	58-1290226	038	96.31%
Lafarge North America Inc. Pension Plan for Hourly Compensated Employees (Gypsum)	58-1290226	029	103.97%
Lafarge North America Inc. Pension Plan for Blue Circle Heritage Hourly Compensated Employees	58-1290226	041	98.25%
Blue Circle Inc. Pension Plan for Cement Union Hourly Employees	22-2452187	003	123.41%

Lafarge North America Inc. Pension Plan for Blue Circle Heritage Cement Union Hourly Employees (Cement)
EIN 58-1290226/ PN 038

Attachment to 2014 Schedule SB, Schedule SB, Line 32 - Schedule of Amortization Bases

Type of Base		Date Established	Remaining Amortization Period (Years)	Present Value of Remaining Installments	Amortization Payment
1	Shortfall	01/01/2014	7	(95,891)	(16,048)
2	Shortfall	01/01/2013	6	170,795	32,330
Total				74,904	16,282