

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2014</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>09/30/2014</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 KILGORE 401(K) PLAN	<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;">001</td> </tr> <tr> <td colspan="2">1c Effective date of plan 12/31/2002</td> </tr> </table>	1b Three-digit plan number (PN) ▶	001	1c Effective date of plan 12/31/2002	
1b Three-digit plan number (PN) ▶	001				
1c Effective date of plan 12/31/2002					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) KILGORE INDUSTRIES, L.P. 10050 HOUSTON OAKS DRIVE HOUSTON, TX 77064	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) 02-0650722</td> </tr> <tr> <td>2c Plan Sponsor's telephone number 713-924-4900</td> </tr> <tr> <td>2d Business code (see instructions) 332510</td> </tr> <tr> <td style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) 02-0650722	2c Plan Sponsor's telephone number 713-924-4900	2d Business code (see instructions) 332510	
2b Employer Identification Number (EIN) 02-0650722					
2c Plan Sponsor's telephone number 713-924-4900					
2d Business code (see instructions) 332510					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.		
	Signature of plan administrator	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		3b Administrator's EIN	
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		3c Administrator's telephone number	
5 Total number of participants at the beginning of the plan year		4b EIN	
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).		4c PN	
a(1) Total number of active participants at the beginning of the plan year		5	330
a(2) Total number of active participants at the end of the plan year			
b Retired or separated participants receiving benefits		6a(1)	198
c Other retired or separated participants entitled to future benefits.....		6a(2)	0
d Subtotal. Add lines 6a(2) , 6b , and 6c		6b	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6c	0
f Total. Add lines 6d and 6e		6d	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6e	0
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6f	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		6g	0
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2S 2T 3B 3D		6h	0
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		7	
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☐ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☐ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

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 A (Form 5500) Department of the Treasury Internal Revenue Service <hr/> Department of Labor Employee Benefits Security Administration <hr/> Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110
		2014
		This Form is Open to Public Inspection

For calendar plan year 2014 or fiscal plan year beginning **01/01/2014** and ending **09/30/2014**

A Name of plan KILGORE 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 KILGORE INDUSTRIES, L.P.	D Employer Identification Number (EIN) 02-0650722	

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

(a) Name of insurance carrier

HARTFORD LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-0974148	88072	GA-802964	0	01/01/2014	09/30/2014

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
2365	236

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

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

EDWARD D JONES & CO L P.
107 S 6TH ST
CORDELE, GA 31015

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
2365			3

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

LOREN D STARK COMPANY
10750 ROCKLEY ROAD
HOUSTON, TX 77099-3516

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	236	ADMINISTRATION	5

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

Schedule A (Form 5500) 2014
v. 140124

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	0
5 Current value of plan's interest under this contract in separate accounts at year end	5	0

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

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

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

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

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

b Balance at the end of the previous year	7b	29290
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c Additions: (1) Contributions deposited during the year	7c(1)	4038
	7c(2)	0
	7c(3)	2578
	7c(4)	0
	7c(5)	0

(6) Total additions	7c(6)	6616
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d Total of balance and additions (add lines 7b and 7c(6))	7d	35906
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	0
(2) Administration charge made by carrier	7e(2)	0
(3) Transferred to separate account	7e(3)	1086
(4) Other (specify below)	7e(4)	34820

(5) Total deductions	7e(5)	35906
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	0
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Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	0
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2))		9b(3)	0
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention		9c(1)(H)	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)		9e	

10 Nonexperience-rated contracts:

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2014

This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 09/30/2014

A Name of plan
KILGORE 401(K) PLAN

B Three-digit plan number (PN)	►	001
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C Plan or DFE sponsor's name as shown on line 2a of Form 5500
KILGORE INDUSTRIES, L.P.

D	Employer Identification Number (EIN) 02-0650722
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Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: **HARTFORD ADVANTAGE TK4**

b Name of sponsor of entity listed in (a): **HARTFORD LIFE INSURANCE COMPANY**

c EIN-PN 06-0974148-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

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

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**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
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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
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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>09/30/2014</u>		
A Name of plan <u>KILGORE 401(K) PLAN</u>		B Three-digit plan number (PN) ► <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>KILGORE INDUSTRIES, L.P.</u>		D Employer Identification Number (EIN) <u>02-0650722</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)		
(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)	25549	0
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	600609	0
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	29290	0
(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	655448	0

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	655448	0
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)	40282	
(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)		40282

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)	936	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		936

(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)		26116
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		67334

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)		
(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)		0
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)	40	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		40
j Total expenses. Add all expense amounts in column (b) and enter total	2j		40

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		67294
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		722742

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: MIDDLETONRAINESZAPATA,LLP

(2) EIN: 46-0597172

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		160392
4b		X	

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

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)
AGC SOUTHWEST CHAPTERS 401(K) PLAN	74-0490820	002

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

KILGORE 401(k) PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
AS OF SEPTEMBER 30, 2014 AND DECEMBER 31, 2013 AND
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2014

KILGORE 401(k) PLAN

TABLE OF CONTENTS

INDEPENDENT AUDITOR'S REPORT	1
FINANCIAL STATEMENTS:	
Statements of Net Assets in Liquidation Available for Benefits	3
Statement of Changes in Net Assets in Liquidation Available for Benefits	4
Notes to Financial Statements	5
SUPPLEMENTAL SCHEDULE:	
Schedule H, Line 4(a) - Schedule of Delinquent Participant Contributions	14

INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee
Kilgore 401(k) Plan
Houston, Texas

Report on Financial Statements

We were engaged to audit the accompanying financial statements of Kilgore 401(k) Plan (the "Plan"), which comprise the statements of net assets in liquidation available for benefits as of September 30, 2014 and December 31, 2013, and the related statement of changes in net assets in liquidation available for benefits for the nine months ended September 30, 2014, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Massachusetts Mutual Life Insurance Company, the Custodian of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the Custodian as of and for the nine months ended September 30, 2014, and as of and for the year ended December 31, 2013, that the information provided to the Plan administrator by the Custodian 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 – Supplemental Schedule

The supplemental schedule of Delinquent Participant Contributions as of or for the nine months ended September 30, 2014 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Basis of Accounting

As described in Note 7 to the financial statements, management of Kilgore Industries, LP, the Plan's sponsor, elected to terminate the Plan. In accordance with accounting principles generally accepted in the United States of America, the Plan has changed its basis of accounting from the ongoing plan basis used in presenting the year ended December 31, 2013 financial statements to the liquidation basis used in presenting the nine months ended September 30, 2014 financial statements. Our opinion is not modified with respect to that matter.

Houston, Texas
January 21, 2016

KILGORE 401(k) PLAN
STATEMENTS OF NET ASSETS IN LIQUIDATION AVAILABLE FOR BENEFITS
SEPTEMBER 30, 2014 AND DECEMBER 31, 2013

	<u>September 30, 2014</u>	<u>December 31, 2013</u>
ASSETS:		
Investments, at fair value:		
Investment contract with insurance company:		
Value of interest in pooled separate accounts	\$ -	\$ 600,609
Guaranteed investment contract	-	29,290
	<u>-</u>	<u>629,899</u>
Total Investments, at fair value	-	629,899
Corrective distributions refund receivable	12,436	-
Notes receivable from participants	-	25,549
	<u>-</u>	<u>25,549</u>
Total assets	<u>12,436</u>	<u>655,448</u>
LIABILITIES:		
Excess contributions refundable to participants	12,436	1,698
	<u>12,436</u>	<u>1,698</u>
NET ASSETS IN LIQUIDATION AVAILABLE FOR BENEFITS	<u><u>\$ -</u></u>	<u><u>\$ 653,750</u></u>

The accompanying notes are an integral part of these financial statements.

KILGORE 401(k) PLAN
STATEMENT OF CHANGES IN NET ASSETS IN LIQUIDATION AVAILABLE FOR BENEFITS
NINE MONTHS ENDED SEPTEMBER 30, 2014

ADDITIONS:

Additions to net assets attributed to:

Participant contributions	\$ 40,282
Net appreciation in fair value of investments	26,116
Corrective distributions refund	12,436
Participant loan interest	936
	<hr/>
Total additions	79,770
	<hr/>

DEDUCTIONS:

Deductions from net assets attributed to:

Corrective distributions	12,436
Administrative expenses	40
Transfer of assets	721,044
	<hr/>
Total deductions	733,520
	<hr/>

DECREASE IN NET ASSETS IN LIQUIDATION AVAILABLE FOR BENEFITS	(653,750)
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NET ASSETS IN LIQUIDATION AVAILABLE FOR BENEFITS - BEGINNING OF PERIOD	653,750
	<hr/>

NET ASSETS IN LIQUIDATION AVAILABLE FOR BENEFITS - END OF PERIOD	\$ -
	<hr/> <hr/>

The accompanying notes are an integral part of these financial statements.

**KILGORE 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
SEPTEMBER 30, 2014**

Note 1 – Description of Plan

The following description of Kilgore 401(k) Plan (the “Plan”) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan’s provisions. The Plan document is controlling at all times. Effective April 10, 2014, management elected to merge the Plan into a multi-employer plan (the “Liquidation”). As of September 30, 2014, all assets had been transferred out of the Plan. Accordingly, the accompanying financial statements are presented on the liquidation basis of accounting.

General

The Plan is sponsored by Kilgore Industries, LP (the “Company”). The Plan was formed and adopted by the Company, effective December 31, 2002. The Plan is a defined contribution plan covering all full-time and part-time employees of the Company who have three months of service and are age 21 or older. It is also a salary reduction plan or 401(k) plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Each year, participants may contribute up to 100% of pretax annual compensation, as defined in the Plan, not to exceed \$17,500 for 2014. Additionally, participants who are at least 50 years of age before the end of the Plan year are permitted to make additional contributions up to \$5,500 for 2014. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan.

The Company, at its discretion, may make contributions to the Plan, and amounts are determined by the Company's board of directors. Participants are eligible for Company matching contributions upon the completion of one year of service. No Company contributions have been made to the Plan.

Participant Accounts

Each participant’s account is credited with the participant’s contribution and allocations of (a) the Company's contribution, (b) Plan earnings and (c) administrative expense. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company’s contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is granted 20% per year starting at 2 years of service, becoming fully vested after six years of credited service or if employed on or after the participant’s normal retirement age.

**KILGORE 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
SEPTEMBER 30, 2014**

Note 1 – Description of Plan (Continued)

Plan Investment Options

The Plan offers an insurance investment contract with Massachusetts Mutual Life Insurance Company (“MassMutual”), which includes pooled separate accounts and a guaranteed investment contract as investment options for participants.

Notes Receivable from Participants

Participants may borrow from their account a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. No participant loan shall exceed the participant’s vested interest in the Plan. A participant cannot have more than one outstanding loan at any given time. The loans are secured by the balance in the respective participant's account and bear interest which are commensurate with local prevailing rates as determined quarterly by the plan administrator and fixed as of the loan origination date. Principal and interest is paid ratably, through monthly payroll deductions, over a reasonable period of time, generally not extending beyond five years from the date of the loan.

Payment of Benefits

On termination of service due to death, disability, or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant’s vested interest in his or her account, or in the form of a life or joint and survivor annuity. For termination of service for other reasons and for amounts less than \$5,000, a participant must receive the value of the vested interest in his or her account as a lump-sum distribution.

Forfeited Accounts

Forfeitures represent the portion of non-vested benefits remaining from employees who have withdrawn from the Plan before becoming fully vested. Forfeitures shall be used to reduce future Company contributions. Currently, there have been no Company contributions in the Plan. Since participants are 100% vested in their contributions and earnings thereon, there were no forfeited non-vested account balances at September 30, 2014.

Note 2 – Summary of Significant Accounting Policies

Basis of Accounting

As a result of the Liquidation, the Plan changed its basis of accounting for the period end September 30, 2014 from the accrual and on-going basis to the liquidation basis. There were no material changes to the financial statements as a result of this change in basis of accounting.

**KILGORE 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
SEPTEMBER 30, 2014**

Note 2 – Summary of Significant Accounting Policies (Continued)

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results may differ from these estimates.

Investment Valuation and Income Recognition

The Plan's investments, consisting of pooled separate accounts and a guaranteed investment contract ("GIC"), are stated at fair value as determined by MassMutual. The fair value of pooled separate accounts is based on quoted net asset values of the shares held by the Plan at year-end. The fair value of the GIC is based on actuarial formulas as defined under the terms of the contract. The GIC's contract value approximates its fair value.

Net appreciation or depreciation of investments is reported in the statement of changes in net assets available for benefits and consists of the realized gains or losses and the unrealized appreciation or depreciation of investments. 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.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. No adjustment from fair value to contract value was necessary at September 30, 2014 and December 31, 2013 as contract value approximates fair value.

Plan Expenses

A participant with a new loan is directly charged a processing fee upon origination of the loan. Other administrative costs of the Plan are generally paid by the Company.

Concentrations of Credit Risk

The Plan's investments potentially subject the Plan to concentrations of credit risk. The Plan has not experienced any credit losses associated with these instruments.

**KILGORE 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
SEPTEMBER 30, 2014**

Note 3 – Investments

Unaudited Information Certified as Complete and Accurate by the Plan Custodian

The statements of net assets in liquidation available for benefits as of September 30, 2014 and December 31, 2013, the investment activities included on the statement of changes in net assets available for benefits for the nine months ended September 30, 2014, and the accompanying notes to the financial statements were prepared in part from information certified by the Custodian in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The information certified as complete and accurate includes total investments and notes receivable from participants totaling \$655,448 at December 31, 2013, and related investment gain of \$26,116 and interest income from participants notes receivable of \$936 for the nine months ended September 30, 2014. There were no assets as of September 30, 2014 due to the Liquidation.

Investments that represent 5% or more of Plan assets at September 30, 2014 and December 31, 2013 are as follows:

	<u>September 30, 2014</u>	<u>December 31, 2013</u>
Franklin Income A	\$ *	\$ 108,699
American Funds Am Cap	\$ *	\$ 96,010
Columbia Acorn A	\$ *	\$ 100,132
American Funds Income Fund	\$ *	\$ 33,908
MFS Research International	\$ *	\$ 51,699

*Investment balance represents less than 5% of Plan assets for the respective year.

During 2014, the plan's investments (including, gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$26,116 as follows:

Pooled Separate Accounts	\$ 23,620
Guaranteed Investment Contract	<u>2,496</u>
Net appreciation in fair value of investments	<u>\$ 26,116</u>

Note 4 – Fair Value Measurements

FASB ASC 820, Fair Value Measurements and Disclosures, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

KILGORE 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
SEPTEMBER 30, 2014

Note 4 – Fair Value Measurements (Continued)

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 – Inputs to the valuation methodology include

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There were no changes in the valuation methodologies used at December 31, 2013. As of September 30, 2014 all assets had been transferred out of the Plan accordingly and were not valued using the fair value hierarchy.

Pooled Separate Accounts: The units of the pooled separate accounts are determined at the close of each business day and are directly related to the net asset value of the underlying investment adjusted for dividends or distributions received by the Custodian and the daily equivalent of any fees charged. *Guaranteed investment contracts:* Valued at contract value, which is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts. Contract value is the amount participants would receive upon termination of the contract. The Custodian considers contract value to be a reasonable measurement of fair value since liquidation of the entire contract is a contingent event, which cannot be initiated by the Plan participants and can only be initiated by the Plan sponsor upon termination of the Plan or complete termination of the contract.

**KILGORE 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
SEPTEMBER 30, 2014**

Note 4 – Fair Value Measurements (Continued)

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013. The Plan did not hold any investments as of September 30, 2014 due to the Liquidation prior to September 30, 2014.

Assets at Fair Value as of December 31, 2013				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Guaranteed investment contract \$	-	\$ 29,290	\$ -	\$ 29,290
Pooled separate accounts:				
Domestic funds	-	320,354	-	320,354
Bond funds	-	82,722	-	82,722
Global funds	-	57,949	-	57,949
Balanced funds	<u>-</u>	<u>139,584</u>	<u>-</u>	<u>139,584</u>
Totals	<u>\$ -</u>	<u>\$ 629,899</u>	<u>\$ -</u>	<u>\$ 629,899</u>

Note 5 – Investment Contract with Insurance Company

In 2006, the Plan entered into a benefit-responsive investment contract with MassMutual, formerly known as The Hartford. MassMutual maintains the contributions in a general account.

The benefit-responsive general account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The general account is included in the financial statements at contract value as reported to the Plan by MassMutual. Contract value represents contributions made to the general account, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. There are no reserves against contract value for credit risk of the contract issuer or otherwise.

The contract value (which approximates fair value) of the general account at December 31, 2013 was \$29,290. The average yield and crediting interest rates were approximately 3% for 2013 and 2014. The crediting interest rate is based on a formula agreed upon with the issuer but may not be less than 3%. Such interest rates are reviewed on an annual basis for resetting.

**KILGORE 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
SEPTEMBER 30, 2014**

Note 5 – Investment Contract with Insurance Company (Continued)

Certain events limit the Plan's ability to transact at contract value with MassMutual. Such events include the following: (a) amendments to the Plan documents (including complete or partial plan termination or merger with another plan), (b) changes to the Plan's prohibition on competing investment options or deletion of equity provisions, (c) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (d) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under the ERISA. The Plan administrator does not believe that any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring. The contract was terminated upon the Liquidation during 2014 and no penalties or limitations were imposed.

Note 6 – Related Party and Party-in-Interest Transactions

The Plan Sponsor provides the Plan with certain accounting and administrative services for which no fees are charged. MassMutual is considered a party-in-interest, as defined by ERISA, since it provides services to the Plan as investment Custodian. Administrative fees paid to the Custodian by the Plan during 2014 were \$40. These transactions are exempt from being prohibited transactions by ERISA.

Note 7 – Plan Merger

Effective April 10, 2014, the Plan merged into a multi-employer plan. Plan assets were transferred on August 1, 2014. Accordingly, the accompanying financial statements are presented on the liquidation basis of accounting.

Note 8 – Reconciliation of Financial Statements to Schedule H of Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Schedule H of Form 5500:

	<u>2014</u>	<u>2013</u>
Net assets available for benefits per financial statements	\$ -	\$ 653,750
Less: Corrective distribution refund receivable	(12,436)	-
Add: Excess contributions refundable to participants-end of year	<u>12,436</u>	<u>1,698</u>
Net assets available for benefits per Form 5500	<u>\$ -</u>	<u>\$ 655,448</u>

**KILGORE 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
SEPTEMBER 30, 2014**

Note 8 – Reconciliation of Financial Statements to Schedule H of Form 5500 (Continued)

The following is a reconciliation of corrective distributions per the financial statements for the nine months ended September 30, 2014 to Schedule H of Form 5500:

	<u>2014</u>
Corrective distributions per financial statements	\$ 12,436
Less: 2014 corrective distributions accrued	<u>(12,436)</u>
Corrective distributions per Form 5500	<u>\$ -</u>
Corrective distributions refund per financial statements	\$ 12,436
Less: 2014 corrective distributions refund receivable	<u>(12,436)</u>
Corrective distributions per Form 5500	<u>\$ -</u>
Transfer of assets per financial statements	\$ 721,044
Add: 2013 excess contributions accrued in prior year	<u>1,698</u>
Transfer of assets per Form 5500	<u>\$ 722,742</u>

The Plan failed certain IRS nondiscrimination tests for the nine months ended September 30, 2014. Excess contributions totaling \$12,436 are recorded as a liability in the accompanying statement of net assets in liquidation available for benefits and as a reduction of participant-directed contributions for the year. Since the Plan did not have assets as of September 31, 2014, a corresponding receivable was established to be refunded to the participant by the new multi-employer plan.

Note 9 – Tax Status

The Plan operated under a national Internal Revenue Service (IRS) approved prototype plan sponsored by Loren D. Stark Company, Inc. that received a favorable determination letter dated March 31, 2008, under the applicable provisions of the Internal Revenue Code ("IRC"). Companies who adopted this plan without changes rely on the sponsor's determination letter. The Company adopted the Loren D. Stark Company, Inc. prototype plan without any changes. However, the Plan has been amended since the latest determination letter. The Plan administrator and tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

KILGORE 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
SEPTEMBER 30, 2014

Note 10 – Delinquent Participant Contributions

Pursuant to the Department of Labor Reg. 2510.3-102, an employer is required to segregate participant contributions from its general assets as soon as practicable, but in no event later than the 15th business day following the end of the month in which amounts are contributed by participants or withheld from their wages. During the nine months ended September 30, 2014, the Company failed to segregate employee contributions totaling \$34,743 in a timely manner, of which \$4,796 represents repayments of notes receivable from participants. The Company is aware of the occurrences and is taking appropriate steps to correct the situation subsequent to year end.

Note 11 – Fidelity Bond Coverage

The Plan is covered by a fidelity insurance plan that is designed to satisfy the fidelity bond requirement in accordance with 29 CFR 2580.412-11. Plan management considers the Plan to be in compliance with the bonding requirement.

Note 12 – Risks and Uncertainties

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

Note 13 - Subsequent Events

Management has evaluated subsequent events through January 21, 2016, the date the financial statements were issued, and has determined there are no subsequent events to be reported in the accompanying financial statements.

SUPPLEMENTAL SCHEDULE

KILGORE 401(k) PLAN
SCHEDULE H, LINE 4(a) - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
EIN: 02-0650722 PN: 001
SEPTEMBER 30, 2014

The following details nonexempt prohibited transactions for the nine months ended September 30, 2014, as required by Section 2510.3-102 of the Department of Labor's Rules for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Period Ending	Participant Contributions Transferred Late to Plan**	Total that Constitute Nonexempt Prohibited			Total Fully Corrected Under VFCP and PTE 2002-51
		Contributions Not Corrected	Contributions Corrected Outside VFCP	Corrections Pending Correction in VFCP	
September 30, 2014	\$ 34,743	\$ 34,743	\$ -	\$ -	\$ -
December 31, 2013	\$ 41,907	\$ 41,907	\$ -	\$ -	\$ -
December 31, 2012	\$ 57,661	\$ 57,661	\$ -	\$ -	\$ -
December 31, 2011	\$ 26,081	\$ 26,081	\$ -	\$ -	\$ -

** Includes repayments of notes receivable from participants of \$4,796 in 2014, \$7,157 in 2013, \$12,743 in 2012, and \$3,094 in 2011.

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
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Part I Annual Report Identification Information		
For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 09/30/2014		
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 KILGORE 401(K) PLAN		1b Three-digit plan number (PN) ▶ 001
		1c Effective date of plan 12/31/2002
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) Kilgore Industries, L.P. 10050 Houston Oaks Drive Houston TX 77064		2b Employer Identification Number (EIN) 02-0650722 2c Plan Sponsor's telephone number 713-924-4900 2d Business code (see instructions) 332510

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		7/27/16	Tricia Finger
	Signature of plan administrator	(Date)	Enter name of individual signing as plan administrator
SIGN HERE		Date	Enter name of individual signing as employer or plan sponsor
	Signature of employer/plan sponsor		
SIGN HERE		Date	Enter name of individual signing as DFE
	Signature of 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	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
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	5 330
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) 198
a(2) Total number of active participants at the end of the plan year	6a(2) 0
b Retired or separated participants receiving benefits	6b 0
c Other retired or separated participants entitled to future benefits	6c 0
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 0
f Total. Add lines 6d and 6e	6f 0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 0
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: 2E 2F 2G 2J 2K 2S 2T 3B 3D	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☐ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☐ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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 _____

Client # 4835
 Kilgore Industries, LP
 401(k) Plan
 PLAN # 001
 EIN# 02 0650722

Schedule H, line 4i - Schedule of Assets (Held at End of Year)
 For Plan Year Ending September 30, 2014

(a) Party in Interest?	(b) Identity of issue, borrower, leaser, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
*	Mass Mutual	MFS RESEARCH INTL R3	Pooled Separate Accounts	**	\$ -
*	Mass Mutual	AF INCOME FUND AMER R3	Pooled Separate Accounts	**	\$ -
*	Mass Mutual	BLACKROCK LIFEPATH 2020 A	Pooled Separate Accounts	**	\$ -
*	Mass Mutual	BLACKROCK LIFEPATH 2030 A	Pooled Separate Accounts	**	\$ -
*	Mass Mutual	BLACKROCK LIFEPATH 2040 A	Pooled Separate Accounts	**	\$ -
*	Mass Mutual	FRANKLIN TOT RETURN A	Pooled Separate Accounts	**	\$ -
*	Mass Mutual	PIMCO REAL RETURN A	Pooled Separate Accounts	**	\$ -
*	Mass Mutual	OPPEN REAL ESTATE A	Pooled Separate Accounts	**	\$ -
*	Mass Mutual	OPPEN GLD AND SC MNRLS A	Pooled Separate Accounts	**	\$ -
*	Mass Mutual	COLUMBIA ACORN A	Pooled Separate Accounts	**	\$ -
*	Mass Mutual	RIDGEWORTH SC VAL EQ A	Pooled Separate Accounts	**	\$ -
*	Mass Mutual	AMCENT EQUITY INCOME A	Pooled Separate Accounts	**	\$ -
*	Mass Mutual	AF AMCAP R3	Pooled Separate Accounts	**	\$ -
*	Mass Mutual	VICTORY SM CO OPP A	Pooled Separate Accounts	**	\$ -
*	Mass Mutual	FIXED ACCOUNT	Pooled Separate Accounts	**	\$ -
*	Mass Mutual	BLACKROCK LIFEPATH 2050 A	Pooled Separate Accounts	**	\$ -
*	Mass Mutual	LORD ABBETT VALUE OPPS A	Pooled Separate Accounts	**	\$ -
*	Mass Mutual	FRANKLIN INCOME A	Pooled Separate Accounts	**	\$ -
*	Mass Mutual	PRUDENTIAL JENNISON NATURAL RESOURCES A	Pooled Separate Accounts	**	\$ -
*	Mass Mutual	OPPENHEIMER DEVELOPING MARKETS A	Pooled Separate Accounts	**	\$ -
Notes Receivable from participants					
*	Participant Loans	LOAN FUND	Loan	\$0.00	\$ -
					\$ -