



LafargeHolcim

Strategic Sourcing

Ed Martell
Phone 734-529-4354
ed.martell@lafargeholcim.com

Dundee, Michigan, February 18, 2016

Pennsylvania Public Utility Commission
Secretary
400 North Street, Keystone Building
Harrisburg, PA. 171201

Dear Sir or Madam;

Attached please find the application of Holcim (US) Inc for an EGS license in the Commonwealth of Pennsylvania.

Holcim (US), a member of PJM, seeks to supply its Lafarge North America plant operating in Whitehall, PA with wholesale electricity from the PJM grid. Holcim (US) will not provide any services to other retail customers in the Commonwealth.

Consolidated Financial Statements for Holcim (US) Inc. and Subsidiaries required in the application are marked as "Confidential", as Holcim (US) is privately held, and is a wholly owned subsidiary of LafargeHolcim.

Please contact the undersigned with any questions regarding this application.

Yours sincerely,

Ed Martell
Category Manager – Power and Gas
LafargeHolcim (US) Inc

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FEB 18 2016

**PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU**

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of Holcim (US) Inc, for approval to offer, render, furnish, or supply electricity or electric generation services as a *electricity supplier* to its affiliates manufacturing facility in the Commonwealth of Pennsylvania (Pennsylvania).

To the Pennsylvania Public Utility Commission:

1. IDENTIFICATION AND CONTACT INFORMATION

- a. **IDENTITY OF THE APPLICANT:** Provide name (including any fictitious name or d/b/a), primary address, web address, and telephone number of Applicant:

Holcim (US) Inc.
24 Crosby Drive
Bedford, MA. 01730
www.holcim-us

- b. **PENNSYLVANIA ADDRESS / REGISTERED AGENT:** If the Applicant maintains a primary address outside of Pennsylvania, provide the name, address, telephone number, and fax number of the Applicant's secondary office within Pennsylvania. If the Applicant does not maintain a physical location within Pennsylvania, provide the name, address, telephone number, and fax number of the Applicant's Registered Agent within Pennsylvania.

Lafarge NorthAmerica
5160 Main St. Whitehall, PA 18052
www.lafarge-na.com
(610) 262 – 7831

- c. **REGULATORY CONTACT:** Provide the name, title, address, telephone number, fax number, and e-mail address of the person to whom questions about this Application should be addressed.

Edward Martell
Category Manager - Power and Gas
LafargeHolcim (US) Inc
6211 Ann Arbor Road
Dundee, MI 48131
(734) 529-4354
ed.martell@lafargeholcim.com

- d. **ATTORNEY:** Provide the name, address, telephone number, fax number, and e-mail address of the Applicant's attorney. If the Applicant is not using an attorney, explicitly state so.

The Applicant is not using an attorney.

- e. **CONTACTS FOR CONSUMER SERVICE AND COMPLAINTS: (Required of ALL Applicants)** Provide the name, title, address, telephone number, FAX number, and e-mail **OF THE PERSON AND AN ALTERNATE PERSON (2 REQUIRED)** responsible for addressing customer complaints. These persons will ordinarily be the initial point(s) of contact for resolving complaints filed with the Applicant, the Electric Distribution Company, the Pennsylvania Public Utility Commission, or other agencies. The main contact's information will be listed on the Commission website list of licensed EGSS.

Please use (c) above as primary contact, and :

Jordan Wise – Reporting and Compliance Manager
(734) 529 - 4582

2. BUSINESS ENTITY FILINGS AND REGISTRATION

a. **FICTITIOUS NAME:** *(Select appropriate statement and provide supporting documentation as listed.)*

The Applicant will be using a fictitious name or doing business as ("d/b/a")

Provide a copy of the Applicant's filing with Pennsylvania's Department of State pursuant to 54 Pa. C.S. §311, Form PA-953.

or

The Applicant will not be using a fictitious name.

b. **BUSINESS ENTITY AND DEPARTMENT OF STATE FILINGS:**

(Select appropriate statement and provide supporting documentation. As well, understand that Domestic means being formed within Pennsylvania and foreign means being formed outside Pennsylvania.)

The Applicant is a sole proprietor.

- If the Applicant is located outside the Commonwealth, provide proof of compliance with 15 Pa. C.S. §4124 relating to Department of State filing requirements.

or

The Applicant is a:

- domestic general partnership (*)
- domestic limited partnership (15 Pa. C.S. §8511)
- foreign general or limited partnership (15 Pa. C.S. §4124)
- domestic limited liability partnership (15 Pa. C.S. §8201)
- foreign limited liability general partnership (15 Pa. C.S. §8211)
- foreign limited liability limited partnership (15 Pa. C.S. §8211)

- Provide proof of compliance with appropriate Department of State filing requirements as indicated above.
- Give name, d/b/a, and address of partners. If any partner is not an individual, identify the business nature of the partner entity and identify its partners or officers.
- Provide the state in which the business is organized/formed and provide a copy of the Applicant's charter documentation.
- * If a corporate partner in the Applicant's domestic partnership is not domiciled in Pennsylvania, attach a copy of the Applicant's Department of State filing pursuant to 15 Pa. C.S. §4124.

or

The Applicant is a:

- domestic corporation (15 Pa. C.S. §1308)
- foreign corporation (15 Pa. C.S. §4124)
- domestic limited liability company (15 Pa. C.S. §8913)
- foreign limited liability company (15 Pa. C.S. §8981)
- Other (Describe):

- Provide proof of compliance with appropriate Department of State filing requirements as indicated above.
- Provide the state in which the business is incorporated/organized/formed and provide a copy of the Applicant's charter documentation. **Delaware**
- Give name and address of officers.

The information can be accessed at www.holcim-us. The business address is the same as the answer in 1(a).

3. **AFFILIATES AND PREDECESSORS**

(both in state and out of state)

- a. **AFFILIATES:** Give name and address of any affiliate(s) currently doing business and state whether the affiliate(s) are jurisdictional public utilities. If the Applicant does not have any affiliates doing business, explicitly state so. Also, state whether the applicant has any affiliates that are currently applying to do business in Pennsylvania.

Here are the affiliates of Holcim (US) Inc - neither of which are jurisdictional public utilities:

**Lafarge North America
8700 Bryn Mawr Ave, Suite
300 Chicago, IL. 60631**

**Aggregate Industries -
US 24 Crosby Drive
Bedford, MA 01730**

Lafarge North America operates a cement manufacturing facility in Whitehall, PA. Neither of the utilities are currently applying to additional business in Pennsylvania.

- b. **PREDECESSORS:** Identify the predecessor(s) of the Applicant and provide the name(s) under which the Applicant has operated within the preceding five (5) years, including address, web address, and telephone number, if applicable. If the Applicant does not have any predecessors that have done business, explicitly state so.

Holcim (US) Inc has not had any predecessors in the preceding five (5) years.

4. OPERATIONS

a. **APPLICANT'S PRESENT OPERATIONS:** *(select and complete the appropriate statement)*

Definitions

- Supplier – an entity that sells electricity to end-use customers utilizing the jurisdictional transmission and distribution facilities of an EDC.
- Aggregator - an entity that purchases electric energy and takes title to electric energy as an intermediary for sale to retail customers.
- Broker/Marketer - an entity that acts as an intermediary in the sale and purchase of electric energy but does not take title to electric energy.

The Applicant is presently doing business in Pennsylvania as a

- municipal electric corporation
- electric cooperative
- local gas distribution company
- provider of electric generation, transmission or distribution services
- broker/marketer engaged in the business of supplying electricity services
- Other; Identify the nature of service being rendered.

or

The Applicant is not presently doing business in Pennsylvania.

b. **APPLICANT'S PROPOSED OPERATIONS:** The Applicant proposes to operate as a *(may check multiple)*:

- Generator of electricity
- Supplier of electricity
- Aggregator engaged in the business of supplying electricity
- Broker/Marketer engaged in the business of supplying electricity services
 - Check here to verify that your organization will not be taking title to the electricity nor will you be making payments for customers.
- Electric Cooperative and supplier of electric power
- Other (Describe):

- c. **PROPOSED SERVICES:** Describe in detail the electric services or the electric generation services which the Applicant proposes to offer.

The Applicant wishes to purchase electricity and electric services to supply it's affiliate, Lafarge North America's cement plant located at: 5160 Main St., Whitehall, PA 18052.

Applicant will not provide any services to non-affiliated entities nor residential customers in Pennsylvania.

- d. **PROPOSED SERVICE AREA:** Check the box of each Electric Distribution Company for which the Applicant proposes to provide service.

- Citizens' Electric
- Duquesne Light
- Met-Ed
- PECO
- Penelec
- Penn Power

- Pike
- PPL
- UGI Utilities
- Wellsboro
- West Penn

- Entire Commonwealth of PA

- e. **CUSTOMERS:** Applicant proposes to provide services to:

- Residential Customers
- Small Commercial Customers - (25 kW and Under)
- Residential and Small Commercial as Mixed Meter ONLY (CANNOT BE TAKEN WITH RESIDENTIAL AND/OR SMALL COMMERCIAL ABOVE)
- Large Commercial Customers - (Over 25 kW) Industrial Customers
- Governmental Customers
- All of above (Except Mixed Meter)
- Other (Describe): ***Applicant will only provide services to it's affiliate described in paragraph (c) above.***

- f. **START DATE:** Provide the approximate date the Applicant proposes to actively market within the Commonwealth.

Applicant proposes to begin services to it's affiliate shortly after PPUC approval.

COMPLIANCE

- a. **CRIMINAL/CIVIL PROCEEDINGS:** State specifically whether the Applicant, an affiliate, a predecessor of either, or a person identified in this Application, has been or is currently the defendant of a criminal or civil proceeding within the last five (5) years.

Identify all such proceedings (active or closed), by name, subject and citation; whether before an administrative body or in a judicial forum. If the Applicant has no proceedings to list, explicitly state such.

None.

- b. **SUMMARY:** If applicable; provide a statement as to the resolution or present status of any such proceedings listed above.

Not applicable.

- c. **CUSTOMER/REGULATORY/PROSECUTORY ACTIONS:** Identify all formal or escalated actions or complaints filed with or by a customer, regulatory agency, or prosecutory agency against the Applicant, an affiliate, a predecessor of either, or a person identified in this Application, for the prior five (5) years, including but not limited to customers, Utility Commissions, and Consumer Protection Agencies such as the Offices of Attorney General. If the Applicant has no actions or complaints to list, explicitly state such.

Not applicable.

- d. **SUMMARY:** If applicable; provide a statement as to the resolution or present status of any actions listed above.

Not applicable.

5. PROOF OF SERVICE

Required of ALL Applicants regardless of operating as a supplier, broker, marketer, or aggregator.
(Example Certificate of Service is attached at Appendix C)

- a. **STATUTORY AGENCIES:** Pursuant to Section 5.14 of the Commission's Regulations, 52 Pa. Code §5.14, provide proof of service of a signed and verified Application with attachments on the following:

Bureau of Investigation & Enforcement
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2 West
Harrisburg, PA 17120

Office of the Attorney General
Bureau of Consumer Protection
Strawberry Square, 14th Floor
Harrisburg, PA 17120

Office of Consumer Advocate
5th Floor, Forum Place
555 Walnut Street
Harrisburg, PA 17120

Commonwealth of Pennsylvania
Department of Revenue
Bureau of Compliance
Harrisburg, PA 17128-0946

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Office of the Small Business Advocate
Commerce Building, Suite 1102
300 North Second Street
Harrisburg, PA 17101

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- b. **EDCs:** Pursuant to Sections 1.57 and 1.58 of the Commission's Regulations, 52 Pa. Code §§1.57 and 1.58, provide Proof of Service of the Application and attachments upon each of the Electric Distribution Companies the Applicant proposed to provide service in. Upon review of the Application, further notice may be required pursuant to Section 5.14 of the Commission's Regulations, 52 Pa. Code §5.14. Contact information for each EDC is as follows.

Pike County Light & Power Company:
Director of Customer Energy Services
Orange and Rockland Company
390 West Route 59
Spring Valley, NY 10977-5300

West Penn:
Legal Department
West Penn Power d/b/a Allegheny Power
800 Cabin Hill Drive
Greensburg, PA 15601-1689

PECO:
Manager Energy Acquisition
PECO Energy Company
2301 Market Street
Philadelphia, PA 19101-8699

Duquesne Light:
Regulatory Affairs
Duquesne Light Company
411 Seventh Street, MD 16-4
Pittsburgh, PA 15219

PPL:
Legal Department
Attn: Paul Russell
PPL
Two North Ninth Street
Allentown, PA 18108-1179

Met-Ed, Penelec, and Penn Power:
Legal Department
First Energy
2800 Pottsville Pike
Reading PA, 19612

UGI:
UGI Utilities, Inc.
Attn: Rates Dept. – Choice Coordinator
2525 N. 12th Street, Suite 360
Post Office Box 12677
Reading, Pa 19612-2677

Citizens' Electric Company:
Citizens' Electric Company
Attn: EGS Coordination
1775 Industrial Boulevard
Lewisburg, PA 17837

Wellsboro Electric Company:
Wellsboro Electric Company
Attn: EGS Coordination
33 Austin Street
P. O. Box 138
Wellsboro, PA 16901

6. FINANCIAL FITNESS

a. **BONDING:** In accordance with 66 Pa. C.S. Section 2809(c)(1)(i), the Applicant is required to file a bond or other instrument to ensure its financial responsibilities and obligations as an EGS. Therefore, the Applicant is...

Furnishing the **ORIGINAL** of an initial bond, letter of credit or proof of bonding to the Commission in the amount of \$250,000.

Furnishing the **ORIGINAL** of another initial security for Commission approval, to ensure financial responsibility.

For Marketers and Brokers - Filing for a modification to the \$250,000 requirement and furnishing the **ORIGINAL** of an initial bond, letter of credit or proof of bonding to the Commission in the amount of \$10,000. Applicant is required to provide information supporting an amount less than \$250,000. Such supporting information must include indication that the Applicant will not take title to electricity and will not pay electricity bills on behalf of its customers. Further details for modification may be described as well.

- *At the conclusion of Applicant's first year of operation it is the intention of the Commission to tie security bonds to a percentage of Applicant's gross receipts resulting from the sale of generated electricity consumed in Pennsylvania. The amount of the security bond will be reviewed and adjusted on an annual basis.*

- *Example version of a bond and letter of credit are attached at Appendix D & E, Applicant's security must follow language from these examples.*

Compliant letter of credit attached. Please have authorized PPUC person executed under "Authorized Signature" and return to:

**Edward Martell
Lafarge Holcim (US) Inc.
6211 Ann Arbor Road
Dundee, Michigan 48131**

The bond will be executed by Holcim (US) Inc and returned to the Secretary upon execution by the authorized PPUC individual.

- *Any deviation from these examples must be identified in the application and may not be acceptable to the Commission.*

b. FINANCIAL RECORDS, STATEMENTS, AND RATINGS: Applicant must provide sufficient information to demonstrate financial fitness commensurate with the service proposed to be provided. Examples of such information which may be submitted include the following:

- Actual (or proposed) organizational structure including parent, affiliated or subsidiary companies.
- Published Applicant or parent company financial and credit information (i.e. 10Q or 10K). (SEC/EDGAR web addresses are sufficient)
- Applicant's accounting statements, including balance sheet and income statements for the past two years.
- Evidence of Applicant's credit rating. Applicant may provide a copy of its Dun and Bradstreet Credit Report and Robert Morris and Associates financial form, evidence of Moody's, S&P, or Fitch ratings, and/or other independent financial service reports.
- A description of the types and amounts of insurance carried by Applicant which are specifically intended to provide for or support its financial fitness to perform its obligations as a licensee.
- Audited financial statements exhibiting accounts over a minimum two year period. **Please see attached**
- Bank account statement, tax returns from the previous two years, or any other information that demonstrates Applicant's financial fitness.

c. SUPPLIER FUNDING METHOD: If Applicant is operating as anything other than **Broker/Marketer only**, explain how Applicant will fund its operations. Provide all credit agreements, lines of credit, etc., and elaborate on how much is available on each item.

Not applicable.

d. BROKER PAYMENT STRUCTURE: If applicant is a broker/marketer, explain how your organization will be collecting your fees.

No fees will be charged to the affiliated company Holcim proposes to serve through this license.

e. ACCOUNTING RECORDS CUSTODIAN: Provide the name, title, address, telephone number, FAX number, and e-mail address of Applicant's custodian for its accounting records.

Gerald McCarty
Manager – Finance and Accounting
LafargeHolcim (US) Inc.
24 Crosby Drive
Bedford, MA. 01730
(781) 647-2543
jerry.mccarty@lafargeholcim.com

f. TAXATION: Complete the TAX CERTIFICATION STATEMENT attached as Appendix F to this application.

All sections of the Tax Certification Statement must be completed. Absence (submitting N/A) of any of the TAX identifications numbers (items 7A through 7C) shall be accompanied by supporting documentation or an explanation validating the absence of such information.

Items 7A and 7C on the Tax Certification Statement are designated by the Pennsylvania Department of Revenue. Item 7B on the Tax Certification Statement is designated by the Internal Revenue Service.

7. TECHNICAL FITNESS:

To ensure that the present quality and availability of service provided by electric utilities does not deteriorate, the Applicant shall provide sufficient information to demonstrate technical fitness commensurate with the service proposed to be provided.

a. **EXPERIENCE, PLAN, STRUCTURE:** such information may include:

- Applicant's previous experience in the electricity industry.
- Summary and proof of licenses as a supplier of electric services in other states or jurisdictions.

Applicant has held/hold state licenses in New Jersey and Maryland.

- Type of customers and number of customers Applicant currently serves in other jurisdictions.

Applicant has served/serves it's cement plants in New Jersey and Maryland.

- Staffing structure and numbers as well as employee training commitments.

Applicant has a two dedicated electricity experts on staff (with a total of 40 years of experienced in energy and deregulated markets) to manage it's plants electricity supply. Applicant also employs a QSE (qualified scheduling entity) to assist in scheduling.

- Business plans for operations within the Commonwealth.

Applicant will serve only it's affiliate's locations in Pennsylvania. As of now, only service to the Whitehall, PA cement plant is contemplated – no other customers will be served.

- Documentation of membership in PJM, ECAR, MAAC, other regional reliability councils, or any other membership or certification that is deemed appropriate to justify competency to operate as an EGS within the Commonwealth.

Proof of PJM Membership is attached.

- Any other information appropriate to ensure the technical capabilities of the Applicant.

b. **PROPOSED MARKETING METHOD** (check all that apply)

- Internal – Applicant will use its own internal resources/employees for marketing
- External EGS – Applicant will contract with a PUC LICENSED EGS broker/marketer
- Affiliate – Applicant will use a NON-EGS affiliate marketing company and or individuals.
- External Third-Party – Applicant will contract with a NON-EGS third party marketing company and or individuals
- Other (Describe):

Applicant will not conduct any marketing campaign in Pennsylvania, as it will only provide service to it's cement plant in Whitehall, PA.

c. **DOOR TO DOOR SALES:** Will the Applicant be implementing door to door sales activities?

- Yes
- No

If yes, will the Applicant be using verification procedures?

- Yes
 No

If yes, describe the Applicant's verification procedures.

- d. **OVERSIGHT OF MARKETING:** Explain all methods Applicant will use to ensure all marketing is performed in an ethical manner, for both employees and subcontractors.

The Applicant will not conduct any marketing to retail customers.

- e. **OFFICERS:** Identify Applicant's chief officers, and include the professional resumes for any officers directly responsible for operations. All resumes should include date ranges and job descriptions containing actual work experience. ***Please see attached***

- f. **FERC FILING:** Applicant has:

- Filed an Application with the Federal Energy Regulatory Commission to be a Power Marketer.
- Received approval from FERC to be a Power Marketer at Docket or Case Number ER11-3053-000 and ER11-3053-001.
- Not applicable

8. DISCLOSURE STATEMENTS:

Disclosure Statements: If proposing to serve Residential and/or Small Commercial (under 25 kW) Customers, provide a Residential and/or Small Commercial disclosure statement. A sample disclosure statement is provided as Appendix G to this Application.

- Electricity should be priced in clearly stated terms to the extent possible. Common definitions should be used. All consumer contracts or sales agreements should be written in plain language with any exclusions, exceptions, add-ons, package offers, limited time offers or other deadlines prominently communicated. Penalties and procedures for ending contracts should be clearly communicated.

Not applicable for an applicant applying for a license exclusively as a broker/marketer.

9. VERIFICATIONS, ACKNOWLEDGEMENTS, AND AGREEMENTS

- a. **PJM LOAD SERVING ENTITY REQUIREMENT:** As a prospective EGS, the applicant understands that those EGSs which provide retail electric supply service (i.e. takes title to electricity) must provide either:

- proof of registration as a PJM Load Serving Entity (LSE) (*please see attached*), or
- proof of a contractual arrangement with a registered PJM LSE that facilitates the retail electricity services of the EGS.

The Applicant understands that compliance with this requirement must be filed within 120 days of the Applicant receiving a license. As well, the Applicant understands that compliance with this requirement may be filed with this instant application.

(Select only one of the following)

- AGREED** - Applicant has included compliance with this requirement in the instant application, labeled in correspondence with this section (10).
- AGREED** - Applicant will provide compliance with this requirement within 120 days of receiving its license
- ACKNOWLEDGED** - Applicant is not proposing to provide retail electric supply service at this time, and therefore is not presently obligated to provide such information

- b. **STANDARDS OF CONDUCT AND DISCLOSURE:** As a condition of receiving a license, Applicant agrees to conform to any Uniform Standards of Conduct and Disclosure as set forth by the Commission. Further, the Applicant agrees that it must comply with and ensure that its employees, agents, representatives, and independent contractors comply with the standards of conduct and disclosure set out in Commission regulations at 52 Pa. Code § 54.43, as well as any future amendments.

- AGREED**

- c. **REPORTING REQUIREMENTS:** Applicant agrees to provide the following information to the Commission or the Department of Revenue, as appropriate:

- Retail Electricity Choice Activity Reports: The regulations at 52 Pa. Code §§ 54.201--54.204 require that all active EGSs report sales activity information. An EGS will file an annual report reporting for customer groups defined by annual usage. Reports must be filed using the appropriate report form that may be obtained from the PUC's Secretary's Bureau or the forms officer, or may be down-loaded from the PUC's internet web site.
- Reports of Gross Receipts: Applicant shall report its Pennsylvania intrastate gross receipts to the Commission on a quarterly and year to date basis no later than 30 days following the end of the quarter.
- The Treasurer or other appropriate officer of Applicant shall transmit to the Department of Revenue by March 15, an annual report, and under oath or affirmation, of the amount of gross receipts received by Applicant during the prior calendar year.
- Net Metering Reports: Applicant shall be responsible to report any Net Metering per the Standards on http://www.puc.pa.gov/consumer_info/electricity/alternative_energy.aspx. Scroll down to the Net Metering Standards Section.
- Applicant shall report to the Commission the percentages of total electricity supplied by each fuel

source on an annual basis per 52 Pa. Code § 54.39(d).

- Applicant will be required to meet periodic reporting requirements as may be issued by the Commission to fulfill the Commission's duty under Chapter 28 pertaining to reliability and to inform the Governor and Legislature of the progress of the transition to a fully competitive electric market.

■ AGREED

d. **TRANSFER OF LICENSE:** The Applicant understands that if it plans to transfer its license to another entity, it is required to request authority from the Commission for permission prior to transferring the license. See 66 Pa. C.S. Section 2809(D). Transferee will be required to file the appropriate licensing application.

AGREED

e. **ANNUAL FEES:** The Public Utility Code authorizes the PUC to collect an annual fee of \$350 from suppliers, brokers, marketers, and aggregators selling electricity in the Commonwealth of PA, and an annual supplemental fee based on annual gross intrastate revenues, applicable to suppliers only.

ACKNOWLEDGED

f. **FURTHER DEVELOPMENTS:** Applicant is under a continuing obligation to amend its application if substantial changes occur to the information upon which the Commission relied in approving the original filing. See 52 Pa. Code § 54.34.

AGREED

g. **FALSIFICATION:** The Applicant understands that the making of false statement(s) herein may be grounds for denying the Application or, if later discovered, for revoking any authority granted pursuant to the Application. This Application is subject to 18 Pa. C.S. §§4903 and 4904, relating to perjury and falsification in official matters.

AGREED

h. **NOTIFICATION OF CHANGE:** If your answer to any of these items changes during the pendency of your application or if the information relative to any item herein changes while you are operating within the Commonwealth of Pennsylvania, you are under a duty to so inform the Commission, within twenty (20) days, as to the specifics of any changes which have a significant impact on the conduct of business in Pennsylvania. See 52 Pa. Code § 54.34.

AGREED

i. **CEASING OF OPERATIONS:** Applicant is also required to officially notify the Commission if it plans to cease doing business in Pennsylvania, 90 days prior to ceasing operations.

AGREED

j. **Electronic Data Interchange:** The Applicant acknowledges the Electronic Data Interchange (EDI) requirements and the relevant contacts for each EDC, as listed at Appendix J.

AGREED

k. **FILING FEE:** The Applicant has enclosed or paid the required, non-refundable filing fee by **CERTIFIED CHECK OR MONEY ORDER** in the amount of \$350.00 payable to the Commonwealth of Pennsylvania. The Commission does not accept corporate or personal checks for filing fees.

PAYMENT ENCLOSED

10. AFFIDAVITS

Must be notarized before filing.

- a. **APPLICATION AFFIDAVIT:** Complete and submit with your filing an officially notarized Application Affidavit stating that all the information submitted in this application is truthful and correct. An example copy of this Affidavit can be found at Appendix A.

- b. **OPERATIONS AFFIDAVIT:** Provide an officially notarized affidavit stating that you will adhere to the reliability protocols of the North American Electric Reliability Council, the appropriate regional reliability council(s), and the Commission, and that you agree to comply with the operational requirements of the control area(s) within which you provide retail service. An example copy of this Affidavit can be found at Appendix B.

11. NEWSPAPER PUBLICATIONS

Required of ALL Applicants regardless of operating as a supplier, broker, marketer, or aggregator.

Notice of filing of this Application must be published in newspapers of general circulation covering each county in which the applicant intends to provide service. Below is a list of newspapers which cover the publication requirements for Electric Generation Suppliers looking to do business in Pennsylvania.

The newspapers in which proof of publication is required is dependent on the service territories the applicant is proposing to serve. The chart below dictates which newspapers are necessary for each EDC. If the applicant is proposing to serve the entire Commonwealth, please file proof of publication in all seven newspapers.

Please file with the Commission the Certification of Publication, along with a photostatic copy of the notice to complete the notice requirements.

Proof of newspaper publications must be filed with the initial application. Applicants **do not** need a docket number in their publication. Docket numbers will be issued when all criteria on the item 14 checklist (see below) are satisfied.

	Erie Times-News	Harrisburg Patriot-News	Philadelphia Daily News	Pittsburgh Post-Gazette	Scranton Times-Tribune	Williamsport Sun-Gazette	Johnstown Tribune-Democrat
Citizens' Electric						X	
Duquesne				X			
Met Ed		X	X		X		
PECO			X				
Penelec	X	X			X	X	X
Penn Power	X			X			
Pike					X		
PPL		X	X		X	X	
UGI					X		
Wellsboro						X	
West Penn		X		X		X	X
Entire Commonwealth	X	X	X	X	X	X	X

(Example Publications are provided at Appendices H and I)

12. SIGNATURE

Applicant: Holcim (US) Inc.

By: 

Title: Category Manager – Power and Gas

13. CHECKLIST

For the applicant's convenience, please use the following checklist to ensure all relevant sections are complete. The Commission Secretary's Bureau will not accept an application unless each of the following sections are complete.

Applicant: Holcim (US) Inc.

X	Signature	
X	Filing Fee (CERTIFIED CHECK OR MONEY ORDER ONLY)	
X	Application Affidavit	
X	Operations Affidavit	
X	Proof of Publication	
X	Bond or Letter of Credit	
X	Tax Certification Statement	
X	Commonwealth Department of State Verification	
X	Certificate of Service	

Applicant's Use

PUC Secretary's Bureau Use

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APPLICATION AFFIDAVIT

FEB 18 2016

State of Michigan

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

County of Monroe

Edward J Martell, Affiant, being duly affirmed according to law, deposes and says that: He is the Category Manager – Power and Gas of Holcim (US) Inc. (“Applicant”), and that he is authorized to and does make this affidavit for said Applicant;

That the Applicant herein Holcim (US) Inc has the burden of producing information and supporting documentation demonstrating its technical and financial fitness to be licensed as an electric generation supplier pursuant to 66 Pa. C.S. § 2809 (B).

That the Applicant herein Holcim (US) Inc has answered the questions on the application correctly, truthfully, and completely and provided supporting documentation as required.

That the Applicant herein Holcim (US) Inc acknowledges that it is under a duty to update information provided in answer to questions on this application and contained in supporting documents.

That the Applicant herein Holcim (US) Inc acknowledges that it is under a duty to supplement information provided in answer to questions on this application and contained in supporting documents as requested by the Commission.

That the facts above set forth are true and correct to the best of his/her knowledge, information, and belief, and that he/she expects said Applicant to be able to prove the same at hearing.

Edward J Martell
Signature of Affiant

Sworn and subscribed before me this 9th day of February, 2016.

Anita Leiter
Signature of official administering oath

My commission expires 5-9-2018



ANITA LEITER
Notary Public, State of Michigan
County of Monroe
My Commission Expires May 09, 2018
Acting in the County of Monroe

RECEIVED

Appendix B

OPERATIONS AFFIDAVIT

FEB 18 2016

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

[State] of Michigan:

: ss.

County of Monroe :

Edward J. Martell, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

He is the Category Manager – Power and Gas (Office of Affiant) of Holcim (US) Inc. (“Applicant”);

That he is authorized to and does make this affidavit for said Applicant;

That Holcim (US) Inc, the Applicant herein, acknowledges that [Applicant] may have obligations pursuant to this Application consistent with the Public Utility Code of the Commonwealth of Pennsylvania, Title 66 of the Pennsylvania Consolidated Statutes; or with other applicable statutes or regulations including Emergency Orders which may be issued verbally or in writing during any emergency situations that may unexpectedly develop from time to time in the course of doing business in Pennsylvania.

That Holcim (US) Inc, the Applicant herein, asserts that [he/she/it] possesses the requisite technical, managerial, and financial fitness to render electric service within the Commonwealth of Pennsylvania and that the Applicant will abide by all applicable federal and state laws and regulations and by the decisions of the Pennsylvania Public Utility Commission.

That Holcim (US) Inc, the Applicant herein, certifies to the Commission that it is subject to , will pay, and in the past has paid, the full amount of taxes imposed by Articles II and XI of the Act of March 4, 1971 (P.L. 6, No. 2), known as the Tax Reform Act of 1971 and any tax imposed by Chapter 28 of Title 66. The Applicant acknowledges that failure to pay such taxes or otherwise comply with the taxation requirements of Chapter 28, shall be cause for the Commission to revoke the license of the Applicant. The Applicant acknowledges that it shall report to the Commission its jurisdictional Gross Receipts and power sales for ultimate consumption, for the previous year or as otherwise required by the Commission. The Applicant also acknowledges that it is subject to 66 Pa. C.S. §506 (relating to the inspection of facilities and records).

As provided by 66 Pa. C.S. §2810 (C)(6)(iv), Applicant, by filing of this application waives confidentiality with respect to its state tax information in the possession of the Department of Revenue, regardless of the source of the information, and shall consent to the Department of Revenue providing that information to the Pennsylvania Public Utility Commission.

Appendix B (Continued)

That Holcim (US) Inc., the Applicant herein, acknowledges that it has a statutory obligation to conform with 66 Pa. C.S. §506, §2807 (C), §2807(D)(2), §2809(B) and the standards and billing practices of 52 PA. Code Chapter 56.

That the Applicant agrees to provide all consumer education materials and information in a timely manner as requested by the Bureau of Public Liaison or other Commission bureaus. Materials and information requested may be analyzed by the Commission to meet obligations under applicable sections of the law.

That the facts above set forth are true and correct/true and correct to the best of his/her knowledge, information, and belief.

Edward J. Mantel
Signature of Affiant

Sworn and subscribed before me this 9th day of February, 2016.

Anita Letter
Signature of official administering oath

My commission expires 5-9-2018.



ANITA LETTER
Notary Public, State of Michigan
County of Monroe
My Commission Expires May. 09, 2018
Acting in the County of Monroe

Appendix C

Required of ALL Applicants regardless of operating as a supplier, broker, marketer, or aggregator.

Example CERTIFICATE OF SERVICE

On this the 18th day of February 20 16, I certify that a true and correct copy of the foregoing application form for licensing within the Commonwealth of Pennsylvania as an Electric Generation Supplier and all **NON-CONFIDENTIAL** attachments have been served, as either a hardcopy or a searchable PDF version on a cd-rom, upon the following:

Bureau of Investigation & Enforcement
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2 West
Harrisburg, PA 17120

Office of the Attorney General
Bureau of Consumer Protection
Strawberry Square, 14th Floor
Harrisburg, PA 17120

Office of Consumer Advocate
5th Floor, Forum Place
555 Walnut Street
Harrisburg, PA 17120

Commonwealth of Pennsylvania
Department of Revenue
Bureau of Compliance
Harrisburg, PA 17128-0946

Small Business Advocate
Commerce Building, Suite 1102
300 North Second Street
Harrisburg, PA 17101

Director of Customer Energy Services
Orange and Rockland Company
390 West Route 59
Spring Valley, NY 10977-5300

Legal Department
West Penn Power d/b/a Allegheny Power
800 Cabin Hill Drive
Greensburg, PA 15601-1689

Manager Energy Acquisition
PECO Energy Company
2301 Market Street
Philadelphia, PA 19101-8699

Regulatory Affairs
Duquesne Light Company
411 Seventh Street, MD 16-4
Pittsburgh, PA 15219

Legal Department
Attn: Paul Russell
PPL
Two North Ninth Street
Allentown, PA 18108-1179

Legal Department
First Energy
2800 Pottsville Pike
Reading PA, 19612

UGI Utilities, Inc.
Attn: Rates Dept. – Choice Coordinator
2525 N. 12th Street, Suite 360
Post Office Box 12677
Reading, Pa 19612-2677

Citizens' Electric Company
Attn: EGS Coordination
1775 Industrial Boulevard
Lewisburg, PA 17837

Wellsboro Electric Company
Attn: EGS Coordination
33 Austin Street
P. O. Box 138
Wellsboro, PA 16901

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FEB 18 2016

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Edward J. Martell – Category Manager Power
and Gas – Holcim (US) Inc

Appendix H

EXAMPLE FORM OF NOTICE PUBLICATION FOR EGS ONLY

**PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE**

*Application of Holcim (US) Inc (d/b/a "Holcim (US) Inc") For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A **Marketer/Broker** Engaged In The Business Of Supplying Electricity, And An Aggregator Engaged In The Business Of Supplying Electricity, Solely To It's Affiliated Company's Plant In The Commonwealth Of Pennsylvania.*

Holcim (US) Inc will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as a broker/marketer engaged in the business of supplying electricity, and an aggregator engaged in the business of supplying electricity. **Holcim (US) Inc** proposes to sell electricity and related services in PPL under the provisions of the new Electricity Generation Customer Choice and Competition Act.

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of **Holcim (US) Inc** may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA 17105-3265. You should send copies of any protest to Holcim (US) Inc's attorney at the address listed below.

By and through Counsel: William G. Miller

**Holcim (US) Inc., Aggregate Industries US,
Lafarge North America, Inc
6401 Golden Triangle Drive, Suite 400
Greenbelt, Maryland 20770
Office: (301) 982 – 1497**

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FEB 18 2016

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Resume's of Holcim (US) Staff

Wendy Payne

1034 E. Huron River Drive
Belleville, MI 48111

(734) 529-4505
wendy.payne@holcim.com

EXPERIENCE

LafargeHolcim

Commodity Manager, Electricity

May 2011 – Present

Member of two person team responsible for sourcing electricity and natural gas for 14 cement facilities and over 500 aggregate, ready mix, asphalt and terminal facilities.

- Minimize TCO of electrical energy to each site. Identify savings opportunities based on consumption patterns, educate site staff on how operations impact electricity cost, gain consensus on operational actions to reduce cost and track savings.

Contract Specialist

May 2007 – May 2011

Member of two person team responsible for sourcing electricity and natural gas for 14 cement facilities and 175 aggregate, ready mix, asphalt and terminal facilities.

- Developed template to analyze electricity consumption patterns against utility tariffs/market price trends and quantify cost savings opportunities. Lead review with management to determine feasibility of opportunities and secured commitment to implement. Monitored monthly to ensure savings are obtained.
- Member of cross functional energy efficiency team responsible for identifying, implementing and sharing energy and cost savings strategies at cement production facilities.

Greene Manufacturing, Inc.

Plant Manager

May 2001 – May 2007

Oversaw all aspects of production, shipping and customer service. Redesigned current products for increased material yield, manufacturability, and ease of assembly. Conducted all human resource functions including hiring and performance management.

Marketing and Graphic Design

September 1999 – May 2001

Designed and coordinated printing of catalogs. Implemented direct mailing program to establish new sales leads. Conducted software training for managers. Assisted plant manager with scheduling.

Visteon

Product Engineering Designer

February 1998 - August 1999

EDUCATION

Eastern Michigan University

Master of Business Administration

September 2011 – June 2015

Bachelor of Science in Computer Aided Design

September 1994 - December 1997

- Summa Cum Laude

CERTIFICATIONS

Certified Energy Manager

Certified Energy Procurement Professional

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2016 FEB 22 PM 3:52
P.A.P.U.C.
SECRETARY'S BUREAU

Professional Profile

Executive management expertise in electricity and natural gas procurement in regulated and deregulated markets, as well as state and federal regulations applicable to these commodities.

Experience

Holcim (US) Inc./ LafargeHolcim (US) Inc -Dundee, Michigan January 2009 – present

Commodity Manager – Energy/Category Manager – Power and Gas

- Energy procurement for 13 cement plants and 200 aggregate facilities in the United States and Canada
- Revamped and implemented electricity and natural gas strategic procurement strategies, reducing energy spend
- Evaluate, recommend and implement renewable energy projects to reduce carbon footprint

Fellon-McCord & Associates-Louisville, KY.

April, 2007 – January, 2009

Director-Consulting Services

- Executive account manager for the company's largest clients, such as Toyota, H.J. Heinz, Michelin, Goodyear
- Develop, recommend and implement strategic purchasing plans and hedging strategies for natural gas and power

Siemens Building Technologies-Buffalo Grove, IL.

September, 2006 – March, 2007

Energy Supply Manager

- Responsible for acquisition of natural gas and power for commercial and industrial accounts
- Act as Program Manager for specific national accounts
- Supervise and direct the work of two analysts working in district offices

EJ Martell Consulting, Monroe, MI.

January, 2005 – September, 2006

Principal Consultant

- Established energy consulting business based upon significant experience in the acquisition, sale and transportation of gas to industrial and utility end-users.

Portland Natural Gas Transmission System, Portsmouth, N.H.

June, 2001 – November 1, 2004

Vice President – Business Development and Marketing

- Created a new business plan and implemented new pipeline tariff services that will generate incremental revenues of \$1.7 million per year.
- Led development of business strategy presentation to potential investors and ratings agencies during the placement of the pipeline's long-term debt financing package.

ANR Pipeline Company, Detroit, MI

September, 1992 – March, 2001

Director – Marketing and Sales, East Region

- Marketed, negotiated and sold two 10-year term firm storage and transportation service contracts, generating \$3.9 million per year in incremental revenue for ANR Pipeline.
- Managed the day to day business operations of Empire State Pipeline – a New York intrastate pipeline jointly owned by Coastal Corporation and Westcoast Energy Ltd.

Aquila Energy Marketing Corporation, Omaha, NE

November, 1989 – September, 1992

Senior Long Term Marketing Representative

- Marketed, negotiated and closed over 100,000 MMBtu per day of new one-year natural gas sales contracts, generating \$2.1 million in profit.
- Successfully marketed, negotiated and closed 45,000 MMBtu per day of long-term firm sales contracts with terms of five to ten years, resulting in estimated annual margin of \$1.3 million.

Michigan Gas Utilities Company, Monroe, MI

September, 1986 – November, 1989

Manager – Transportation and Federal Compliance

- Responsible for utility's natural gas purchases totaling 40 Bcf per year, negotiating transportation rates and gas supply contracts
- Testified before the Michigan Public Service Commission, successfully defending the Company's natural gas purchasing practices.
- Acted as agent to acquire gas and transportation services on behalf of 32 industrial customers.

Career Highlights

- **Negotiator and strategist** with a solid combination of business experience and regulatory acumen.
 - Negotiated \$32 million settlement with independent power producers in conjunction with the New York state/Niagara Mohawk Master Restructuring Agreement.
 - *Spearheaded negotiations which resulted in the uncontested settlement of Empire State Pipeline's first rate case. The intra-state pipeline received approval for a return on equity of 12.25%.*

- **Exceptional** business development skills and marketing experience.
 - Created, developed and maintained relationships with industrial and utility customers, resulting in incremental annual revenue generated within ANR territory of approximately \$25 million.
 - Negotiated agency agreement with 32 industrial customers to manage their upstream interstate pipeline capacity, resulting in a cost savings of \$2.0 million annually.
 - Negotiated new interconnections with competing pipelines resulting in increased throughput and incremental revenue of \$1.0 million annually.

Education

BA - Economics, Oakland University, Rochester, MI, 1981

Certified Energy Procurement Professional (CEP) – Association of Energy Engineers

Proof of Newspaper Publication

**Mary Anne Logan
Legal Advertising Department – Daily News
P.O. Box 8263 – 4th Floor
Philadelphia, PA 19101
215-854-5834**

Invoice for Legal Advertising

Interstate General Media dba Phila Daily News

Ad No. 3257258

COST: \$ \$1,002.30 for 1 time in the Phila Daily News

RE: PUC Notice

Please check copy and make corrections, if any. Fax OK or corrections back.

Make checks payable to: Philadelphia Daily News or, mail to: (regular mail)
Philadelphia Daily News Legal Advertising Department, Attn: Mary Anne Logan,
P.O. Box 8263, Philadelphia, PA 19101.

Federal Express address: Philadelphia Daily News, 801 Market Street,
Philadelphia, PA 19107, Attention: Mary Anne Logan, Legal Advertising,
(215) 854-5834.

Or call with credit card number.

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2016 FEB 22 PM 3:53

PA.P.U.C.
SECRETARY'S BUREAU

**PENNSYLVANIA PUBLIC UTILITY COMMISSION
NOTICE**

Application of Holcim (US) Inc(d/b/a "Holcim (US) Inc") For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Marketer/Broker Engaged In The Business Of Supplying Electricity, And An Aggregator Engaged In The Business Of Supplying Electricity, Solely To It's Affiliated Company's Plant In The Commonwealth Of Pennsylvania. Holcim (US) Inc will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as a broker/marketer engaged in the business of supplying electricity, and an aggregator engaged in the business of supplying electricity. Holcim (US) Inc proposes to sell electricity and related services in PPL under the provisions of the new Electricity Generation Customer Choice and Competition Act.

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Holcim (US) Inc may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA 17105-3265. You should send copies of any protest to Holcim (US) Inc's attorney at the address listed below.

By and through Counsel: William G. Miller
Holcim (US) Inc., Aggregate Industries US,
Lafarge North America, Inc
6401 Golden Triangle Drive, Suite 400
Greenbelt, Maryland 20770
Office: (301) 582 - 1497

The Scranton Times (Under act P.L. 877 No 160. July 9, 1976)

Commonwealth of Pennsylvania, County of Lackawanna

LAFARGEHOLCIM INC
ED MARTELL
6211 ANN ARBOR RD DUNDEE MI 48131

Account # 614983
Order # 81894781
Ad Price: 232.95

LEGAL NOTICE PENNSYLVANI

Gina Krushinski

Being duly sworn according to law deposes and says that (s)he is Billing clerk for The Scranton Times, owner and publisher of The Scranton Times, a newspaper of general circulation, established in 1870, published in the city of Scranton, county and state aforesaid, and that the printed notice or publication hereto attached is exactly as printed in the regular editions of the said newspaper on the following dates:

02/10/2016

Affiant further deposes and says that neither the affiant nor The Scranton Times is interested in the subject matter of the aforesaid notice or advertisement and that all allegations in the foregoing statement as time, place and character or publication are true Gina Krushinski

Sworn and subscribed to before me
this 10th day of February A.D., 2016

Sharon Venturi

(Notary Public)

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Sharon Venturi, Notary Public
City of Scranton, Lackawanna County
My Commission Expires Feb. 12, 2018
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

LEGAL NOTICE

PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE

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By and through Counsel:
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Holcim (US) Inc., Aggregate Industries
US, Lafarge North America, Inc
6401 Golden Triangle Drive, Suite 400
Greenbelt, Maryland 20770
Office: (301) 982-1497

The Patriot-News

Now you know

Order Confirmation

<u>Ad Order Number</u> 0002356960	<u>Customer</u> LAFARGEHOLCIM (US) INC	<u>Payor Customer</u> LAFARGEHOLCIM (US) INC
<u>Sales Rep.</u> jrogers	<u>Customer Account</u> 252404	<u>Payor Account</u> 252404
<u>Order Taker</u> jrogers	<u>Customer Address</u> 6211 ANN ARBOR ROAD DUNDEE MI 48131 USA	<u>Payor Address</u> 6211 ANN ARBOR ROAD DUNDEE MI 48131 USA
<u>Order Source</u> Phone	<u>Customer Phone</u> 734-529-4354	<u>Payor Phone</u> 734-529-4354
<u>PO Number</u>		<u>Special Pricing</u> None
<u>Ordered By</u> Ed Martell		
<u>Customer Fax</u>		
<u>Customer EMail</u>		

<u>Tear Sheets</u> 0	<u>Proofs</u> 0	<u>Affidavits</u> 1	<u>Blind Box</u>	<u>Promo Type</u>
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Invoice Text

Materials

<u>Net Amount</u> \$217.15	<u>Tax Amount</u> \$0.00	<u>Total Amount</u> \$217.15
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<u>Payment Method</u>	<u>Payment Amount</u> \$0.00	<u>Amount Due</u> \$217.15
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<u>Ad Number</u> 0002356960-01	<u>Ad Type</u> Legal Lnr	<u>Ad Size</u> : 1.0 X 45 Li	<u>Color</u> <NONE>
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<u>Production Method</u> Ad Booker	<u>Production Notes</u>
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<u>External Ad Number</u>	<u>Ad Attributes</u>	<u>Ad Released</u> No	<u>Pick Up</u>
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Ad Preview

**PENNSYLVANIA PUBLIC UTILITY
COMMISSION**

NOTICE

Application of Holcim (US) Inc(d/b/a
"Holcim (US) Inc") For Approval To
Offer, Render, Furnish Or Supply
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Services As A Marketer/Broker
Engaged In The Business Of Supplying
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By and through Counsel:

William G. Miller

Holcim (US) Inc., Aggregate
Industries US,

Lafarge North America, Inc
6401 Golden Triangle Drive, Suite 400
Greenbelt, Maryland 20770
Office: (301) 982 - 1497

Product Information

Run Schedule Invoice Text

The Patriot-News::

Placement/Classification

Sort Text

800P - Main Legals

Run Dates

PENNSYLVANIA PUBLIC UTILITY COMMISSI PENNSYLVANIAPUBLICUTILITYCOMMISSIO

Inserts

Cost

PennLive::

800P - Main Legals

PENNSYLVANIA PUBLIC UTILITY COMMISSI PENNSYLVANIAPUBLICUTILITYCOMMISSIO

Inserts

Cost

Certificate of Incorporation and related documents

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HOLCIM (US) INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

RECEIVED
2016 FEB 22 PM 3:54
P.A.P.U.C.
SECRETARY'S BUREAU



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0913951 8300

AUTHENTICATION: 2005696

020600717

DATE: 09-26-02

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "HOLCIM (US) INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE EIGHTH DAY OF MAY, A.D. 1981, AT 10 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE THIRD DAY OF AUGUST, A.D. 1989, AT 9 O'CLOCK A.M.

RESTATED CERTIFICATE, CHANGING ITS NAME FROM "HOFI NORTH AMERICA INC." TO "HOLNAM INC.", FILED THE SEVENTH DAY OF FEBRUARY, A.D. 1990, AT 9 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE EIGHTH DAY OF MARCH, A.D. 1990, AT 8:30 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-FIRST DAY OF MARCH, A.D. 1990, AT 9:01 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-FIRST DAY OF DECEMBER, A.D. 1990, AT 2:15 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRTY-FIRST DAY



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0913951 8100H

AUTHENTICATION: 2004578

020599365

DATE: 09-26-02

Delaware

PAGE 2

The First State

OF DECEMBER, A.D. 1990.

CERTIFICATE OF OWNERSHIP, FILED THE EIGHTEENTH DAY OF DECEMBER, A.D. 1991, AT 3 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE NINETEENTH DAY OF DECEMBER, A.D. 1991, AT 2:45 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE THIRD DAY OF JUNE, A.D. 1993, AT 4 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-SECOND DAY OF FEBRUARY, A.D. 1994, AT 9 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE SEVENTEENTH DAY OF MAY, A.D. 1994, AT 2:30 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 1996, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1996.

CERTIFICATE OF OWNERSHIP, FILED THE SIXTH DAY OF JANUARY, A.D. 2000, AT 12 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "HOLNAM INC." TO "HOLCIM (US) INC.", FILED THE TWELFTH DAY OF DECEMBER,



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0913951 8100H

AUTHENTICATION: 2004578

020599365

DATE: 09-26-02

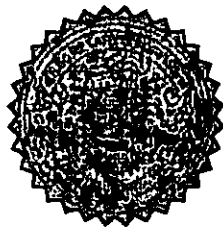
Delaware

PAGE 3

The First State

A.D. 2001, AT 9:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0913951 8100H

AUTHENTICATION: 2004578

020599365

DATE: 09-26-02

CERTIFICATE OF INCORPORATION

OF

HOFI North America Inc

(a Delaware corporation)

FIRST: The name of the corporation is HOFI North America Inc.

SECOND: The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware. Without limiting in any manner the scope and generality of the foregoing, the corporation may own and hold shares of stock in other corporations which conduct, carry on and engage anywhere throughout the world, by any means or methods whatsoever whether now or hereafter known or discovered, in the manufacture, sale and distribution of cement, ready mix, stone and other building materials.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is 100,000 shares of Common Stock, without par value.

FIFTH: The name and mailing address of the sole incorporator is as follows:

THOMAS A. BURTON, Esq.
Breed, Abbott & Morgan
Citicorp Center
153 East 53rd Street
New York, New York 10022

SIXTH: The Board of Directors shall have the power to make, alter or repeal the by-laws of the corporation. Election of directors need not be by written ballot.

The undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this certificate and does hereby declare and certify that it is his act and deed and the facts stated herein are true, and accordingly does hereunto set his hand this 6th day of May, 1981.

Thomas A. Burton
Incorporator

STATE OF NEW YORK)
 : SS. :
COUNTY OF NEW YORK)

BE IT REMEMBERED that on this *6th* day of *May*,
1981 personally came before me, a Notary Public for the
State of New York, the party to the foregoing Certificate
of Incorporation, known to me personally to be such, and
acknowledged the said certificate to be his act and
deed and that the facts stated therein are true.

Given with my hand and seal of office the day
and year aforesaid.

Ruth Heiderman
Notary Public



RUTH HEIDERMAN
NOTARY PUBLIC, State of New York
No. 03-173828
Qualified in Bronx County
Commission Filed in New York County
Commission Expires March 30, 1983

00004

899215157

FILED
9 AM
AUG 3 1989

Robert H. ...
SECRETARY OF STATE

RESTATED CERTIFICATE OF INCORPORATION
OF
HOFI NORTH AMERICA INC.
(a Delaware corporation)

HOFI NORTH AMERICA INC., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is HOFI NORTH AMERICA INC. The corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on May 8, 1981.
2. This Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation of this corporation by increasing in Article IV the total number of shares of stock which the corporation shall have authority to issue from 100,000 to 200,000.
3. The text of the Certificate of Incorporation as amended or supplemented heretofore is further amended hereby to read as herein set forth in full:

FIRST: The name of the corporation is HOFI North America Inc.

SECOND: The address of its registered office in the State of Delaware is No. 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its

registered agent at such address is The Corporation Trust Company.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware. Without limiting in any manner the scope and generality of the foregoing, the corporation may own and hold shares of stock in other corporations which conduct, carry on and engage anywhere throughout the world, by any means or methods whatsoever whether now or hereafter known or discovered, in the manufacture, sale and distribution of cement, ready mix, stone and other building materials.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is 200,000 shares of Common Stock, without par value.

FIFTH: The name and mailing address of the sole incorporator is as follows:

Thomas A. Burton, Esq.
Breed, Abbott & Morgan
Citicorp Center
153 East 53rd Street
New York, New York 10022

SIXTH: The Board of Directors shall have the power to make, alter or repeal the by-laws of the corporation. Election of directors need not be by written ballot.

* * * * *

4. This Restated Certificate of Incorporation was duly adopted by written consent of the sole stockholder in accordance with the applicable provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, HOFI NORTH AMERICA INC. has caused this Certificate to be signed by Henry O. Goldschmid, its Senior Vice President, and attested by Robert McPeek, its Secretary, this 28th day of July, 1989.

HOFI NORTH AMERICA INC.

By: 

Henry O. Goldschmid
Senior Vice President

Attest:

By: 

Robert McPeek
Secretary

909038034

FILED

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H. J. H. H.
SECRETARY OF STATE

RESTATED CERTIFICATE OF INCORPORATION
OF
HOFI NORTH AMERICA INC.
(a Delaware corporation)

HOFI NORTH AMERICA INC., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is HOFI NORTH AMERICA INC. The corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on May 8, 1981 and a Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on August 3, 1989.

2. This Restated Certificate of Incorporation restates and integrates and further amends the Restated Certificate of Incorporation of this corporation by (a) changing the name of the corporation to Holnam Inc., (b) deleting the reference to any specific business or purpose to be conducted or promoted by the corporation, (c) changing the authorized capital stock of the corporation to increase the number of shares of Common Stock and to provide for a class of Preferred Stock, (d) adding a provision regarding the liability of the corporation's directors and (e) making certain minor and technical changes and corrections in the Restated Certificate of Incorporation.

3. The text of the Certificate of Incorporation as amended, supplemented or restated heretofore is hereby restated, integrated and further amended to read in its entirety as follows:

FIRST: The name of the corporation is Holnam Inc.

SECOND: The address of its registered office in the State of Delaware is No. 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

FOURTH: The total number of shares of stock of all classes which the corporation is authorized to issue is 250,000,000 shares, consisting of 200,000,000 shares of Common Stock, without par value (the "Common Stock"); and 50,000,000 shares of Preferred Stock, par value \$.10 per share (the "Preferred Stock"). The voting powers, designations, preferences, relative rights, qualifications, limitations and restrictions of each class shall be as follows:

A. Preferred Stock.

1. The Preferred Stock may be issued from time to time in one or more series, with such distinctive designation or title and in such number of shares as may be fixed by resolution of the board of directors without further action by stockholders. The board of directors is expressly granted authority to establish, by resolution or resolutions adopted before the issuance of any shares of a particular series of Preferred Stock, the powers, preferences and rights of each series and the qualifications, limitations or restrictions thereof, including but not limited to the following:

(a) The voting powers, full, special or limited, or no voting powers, of such series of Preferred Stock;

(b) The rate, terms and conditions on which dividends shall be paid, whether such dividends will be cumulative and what preference such dividends have in relation to the dividends on other series or classes of stock;

(c) The rights, terms and conditions, if any, for conversion of such series of Preferred Stock into shares of other series or classes of stock;

(d) Any right of the corporation to redeem the shares of such series of Preferred Stock, and the price, time and conditions of

such redemption, including the provisions for any sinking fund; and

(e) The rights of holders of such series of Preferred Stock upon liquidation, distribution of assets, consolidation or sale of assets by the corporation.

2. Unless the board of directors otherwise provides in the resolution establishing a series of Preferred Stock, upon repurchase by the corporation, redemption or conversion, the shares of Preferred Stock shall revert to authorized but unissued shares and may be reissued as shares of any series of Preferred Stock.

3. In case the stated dividends and the amounts payable on liquidation are not paid in full, each share of any series of Preferred Stock shall share ratably with each other share of any series of Preferred Stock, but not with any shares of Common Stock, (a) in the payment of dividends, including cumulations, if any, in accordance with the sums which would be payable on such share if all dividends were declared and paid in full, and (b) in any distribution of assets other than by way of dividends, in accordance with the sums which would be payable in such distribution if all sums payable were discharged in full.

4. The holders of Preferred Stock shall be entitled to receive when and as declared by the board of directors, but only out of assets legally available for the payment of dividends, cash dividends at the annual rate for each series fixed by the board of directors at the time of the original authorization of the issue of the shares of such series.

5. So long as any shares of Preferred Stock shall be outstanding, the corporation shall not declare, pay or set apart for payment any dividends (other than dividends payable in Common Stock) on the Common Stock, make any other distributions on the Common Stock, or redeem, purchase or otherwise acquire for consideration or permit any subsidiary of the corporation to purchase or otherwise acquire for consideration any Common Stock unless all accrued dividends on the Preferred Stock of all series, including any unpaid cumulative dividends

thereon, but without interest, shall have been paid and full dividends thereon for the then current dividend period shall have been paid or declared, and a sum sufficient for the payment thereof set apart. Notwithstanding the foregoing, the corporation may at any time redeem, purchase or otherwise acquire shares of Common Stock in exchange for, or out of the net proceeds from the sale or other use of, other shares of Common Stock.

6. In the event of a liquidation, dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, but before any distribution or payment shall be made to the holders of the Common Stock, the holders of each series of Preferred Stock shall be entitled to be paid in cash the applicable liquidation price per share fixed at the time of the original authorization of shares of such series and, in the case of each share of Preferred Stock having cumulative dividend rights, an amount equal to all dividends (whether or not earned or declared) accrued and unpaid thereon, but without interest, to the date fixed for such distribution or payment.

B. Common Stock.

(1) Except as otherwise provided in this Restated Certificate of Incorporation or by the board of directors in fixing the voting rights of any series of Preferred Stock, the holders of the outstanding Common Stock shall possess exclusive voting power for the election of directors and for all other purposes, each holder of record of Common Stock being entitled to one vote for each share standing in his name on the books of the corporation.

(2) Subject to the prior rights of the holders of Preferred Stock, the holders of Common Stock shall be entitled to receive, when, as and if declared by the board of directors, out of assets legally available for such purpose, dividends payable either in cash, stock or otherwise.

(3) In the event of liquidation, dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, after payment shall have been made to the holders of the Preferred Stock of the full amount to which they

shall be entitled pursuant to this Article FOURTH, the holders of Common Stock shall be entitled, to the exclusion of the holders of Preferred Stock, to share, ratably according to the number of shares of Common Stock held, in all remaining assets of the corporation available for distribution to its stockholders.

FIFTH: The board of directors shall have the power to make, alter or repeal the by-laws of the corporation. Election of directors need not be by written ballot.

SIXTH: A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is hereafter amended to permit further limitation or elimination of liability of the corporation's directors for breach of fiduciary duty, then a director of the corporation shall not be liable for any such breach to the fullest extent permitted by the Delaware General Corporation Law as so amended. Any repeal or modification of the foregoing provisions of this Article SIXTH shall not adversely affect any right or protection of a director of the corporation hereunder in respect of any acts or omissions of such director occurring prior to such repeal or modification.

* * *

4. This Restated Certificate of Incorporation was duly adopted by written consent of the sole stockholder in accordance with the applicable provisions of Sections 228, 242 and 245 of the Delaware General Corporation Law.



IN WITNESS WHEREOF, HOPI NORTH AMERICA INC. has caused this Restated Certificate of Incorporation to be signed by Marc R. von Wyss, its President, and attested by Robert J. Moir, its Secretary, as of this 2nd day of February, 1990.

HOPI NORTH AMERICA INC.

By: Marc R. von Wyss
Marc R. von Wyss
President

Attest:

By: Robert J. Moir
Robert J. Moir
Secretary

909067003

FILED

MAR 8 1980

CERTIFICATE OF MERGER

[Handwritten signature]
SECRETARY OF STATE

OF

IDEAL BASIC INDUSTRIES, INC.
(a Delaware corporation)

INTO

HOLNAM INC.
(a Delaware corporation)

(Filed pursuant to Section 251(c) of
the General Corporation Law
of the State of Delaware)

The undersigned hereby certify that:

(1) The name and state of incorporation of each of
the constituent corporations to the merger effected hereby
are:

(a) Ideal Basic Industries, Inc., a corporation
organized and existing under the laws of the State of
Delaware; and

(b) Holnam Inc., a corporation organized and
existing under the laws of the State of Delaware.

(2) A Plan and Agreement of Merger has been ap-
proved, adopted, certified, executed and acknowledged by each
of the constituent corporations in accordance with Section
251(c) of the General Corporation Law of the State of
Delaware.

(3) The name of the surviving corporation shall be
Holnam Inc.

(4) The certificate of incorporation of Holnam
Inc. shall be the certificate of incorporation of the
surviving corporation.

(5) The executed Plan and Agreement of Merger is
on file at the principal place of business of the surviving
corporation, the address of which is 6211 North Ann Arbor
Road, Dundee, Michigan 48131.

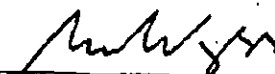
(6) A copy of the Plan and Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.

(7) The merger shall become effective as of the close of business on the date on which this Certificate is filed with the Secretary of State of the State of Delaware, at which time Ideal Basic Industries, Inc. shall merge with and into Molnam Inc., which, as the surviving corporation, shall continue its corporate existence under the laws of the State of Delaware.

IN WITNESS WHEREOF, each of the constituent corporations has caused this Certificate of Merger to be signed in its corporate name by its authorized officer and its corporate seal to be affixed hereto and attested by its Secretary, and each signatory acknowledges that this


instrument is the act and deed of such corporation and that the facts stated herein are true as of the 8th day of March, 1990.

IDEAL BASIC INDUSTRIES, INC.


By: 
Name: Marc R. von Wyss
Title: President

[Corporate Seal]

Attest:

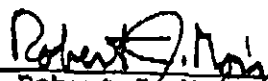

Name: Robert J. Moir
Title: Secretary

HOLNAM INC.

By: 
Name: James J. Woods
Title: Executive Vice President

[Corporate Seal]

Attest:


Name: Robert J. Moir
Title: Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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BY Cheryl Wyatt

CERTIFICATE OF OWNERSHIP AND MERGER

OF

DUNDEE CEMENT COMPANY
(a Delaware corporation)

INTO

HOLNAM INC.
(a Delaware corporation)

(Filed pursuant to Section 253 of
the General Corporation Law
of the State of Delaware)

The undersigned hereby certifies that:

(1) Holnam Inc. was incorporated on the 8th day of
May, 1981 under the name ROFI North America Inc. pursuant to
the General Corporation Law of the State of Delaware.

(2) Holnam Inc. owns all of the outstanding shares
of each class of stock of Dundee Cement Company, a
corporation incorporated on the 15th day of May, 1957 under
the name Sanned Realities Corporation pursuant to the General
Corporation Law of the State of Delaware.

(3) The directors of Holnam Inc., by the following
resolutions of its Board of Directors, duly adopted by the
unanimous written consent of its members, filed with the
minutes of the board, dated as of the 15th day of December,
1989, determined to merge (the "Merger") Dundee Cement
Company with and into Holnam Inc. (the "Corporation"):

RESOLVED, that pursuant to a Plan of
Liquidation adopted on December 15, 1989 by

Dundee Cement Company, a Delaware corporation and a wholly-owned subsidiary of the Corporation ("Dundee"), Dundee merge with and into the Corporation (the "Merger"); and

FURTHER RESOLVED, that the Merger shall become effective upon the filing (the "Effective Time") with the Secretary of State of the State of Delaware of a Certificate of Merger; and

FURTHER RESOLVED, that as of the Effective Time, by virtue of the Merger and without any further action on the part of the Corporation, all shares of capital stock of Dundee which are held by Dundee as treasury shares and any shares of such capital stock owned by the Corporation shall be cancelled; and

FURTHER RESOLVED, that the proper officers of the Corporation be and they hereby are directed to make and execute a Certificate of Merger setting forth a copy of these resolutions and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of the State of Delaware and a certified copy recorded in the office of the Recorder of Deeds of New Castle County, Delaware and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said Merger.


(4) The Merger has been duly approved by the written consent of the sole stockholder of Holnam Inc.

(5) Anything herein or elsewhere to the contrary notwithstanding, the Merger may be amended or terminated and abandoned by the board of directors of Holnam Inc. at any time prior to the effective time of the Merger.

IN WITNESS WHEREOF, Holnam Inc. has caused this Certificate of Ownership and Merger to be signed in its


corporate name by its authorized officer and its corporate seal to be affixed hereto and attested by its Secretary, and the signatory acknowledges that this instrument is the act and deed of such corporation and that the facts stated herein are true as of the 21st day of March, 1990.

HOLNAM INC.

By: 
Marg R. von Wyss
President

[Corporate Seal]

Attest:


Robert J. Hoff
Secretary

STATE OF DELAWARE
S // SECRETARY OF STATE // T CORPORATION SYSTEM DENVER
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BY April Wright

P.2

**CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF HOLNAM INC.**

Holnam Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, at a meeting duly called and held November 19, 1990 adopted a resolution proposing and declaring advisable the following amendment to the Restated Certificate of Incorporation of said corporation:

RESOLVED, that the Board of Directors hereby recommends to the shareholders an Amendment to the Company's Restated Certificate of Incorporation establishing the par value of the Company's Common Stock at \$0.01 per share.

RESOLVED, that the Restated Certificate of Incorporation of Holnam Inc. be amended by changing the preamble to the FOURTH Article thereof so that, as amended, said preamble shall be and read as follows:

"FOURTH: The total number of shares of stock of all classes which the corporation is authorized to issue is 250,000,000 shares, consisting of 200,000,000 shares of Common Stock, par value \$.01 per share (the "Common Stock"), and 50,000,000 shares of Preferred Stock, par value \$.10 per share (the "Preferred Stock"). The voting powers, designations, preferences, relative rights, qualifications, limitations, and restrictions of each class shall be as follows:"

SECOND: That in lieu of a meeting and vote of stockholders, the holders of a majority of the stock entitled to vote thereon have given written consent to said amendment in accordance with the provisions of Section 228 (a) of the General Corporation Law of the State of Delaware and written notice of the adoption of the amendment has been given as provided in Section 228 (d) of the General Corporation Law of the State of Delaware to every stockholder entitled to such notice.

THIRD: That, pursuant to Section 103 (d) of the General Corporation Law of the State of Delaware, this Certificate of Amendment of the Restated Certificate of Incorporation of the corporation shall not become effective until December 31, 1990.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by James J. Woods, its Executive Vice President, and attested by Robert J. Moir, its Secretary, this 21st day of December.

HOLNAM INC.

By: 

James J. Woods - Executive Vice President

ATTEST:

By: 

Robert J. Moir - Secretary

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
NORTHWESTERN STATES PORTLAND CEMENT COMPANY
INTO
HOLNAM INC.**

Holnam Inc. ("Parent"), a corporation organized and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That Parent was incorporated on the 8th day of May, 1981, under the name of HOFI North America Inc. pursuant to the General Corporation Law of the State of Delaware.

SECOND: That Parent owns 100% of the outstanding stock of Northwestern States Portland Cement Company ("Northwestern"), a corporation incorporated on the 8th day of November, 1930, pursuant to the Iowa Business Corporation Act.

THIRD: That the Board of Directors of Parent, by duly adopting the following resolutions, by the Unanimous Written Consent of its members, filed with the minutes of the Board on the 9th day of December, 1991, determined to and did merge into itself said Northwestern (the "Merger").

RESOLVED, that Parent merge, and it hereby does merge into itself said Northwestern and assumes all of its obligations; and

FURTHER RESOLVED, that the Merger shall be effective upon filing with the Secretary of State of Delaware (the "Effective Date") of a Certificate of Ownership and Merger.

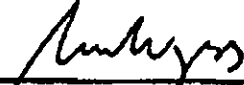
FURTHER RESOLVED, as of the Effective Date, by virtue of the Merger and without any action on the part of the holders thereof, that as of the Effective Date, all shares of capital stock of Northwestern which are held by Northwestern as treasury shares and any shares of such capital stock owned by the Corporation shall be cancelled; and

FURTHER RESOLVED, that the proper officers of Parent be and they hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said Merger.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, the Merger may be terminated and abandoned by the Board of Directors of Parent at any time prior to the date of filing this Certificate of Ownership and Merger with the Secretary of State.

IN WITNESS WHEREOF, Parent has caused this certificate to be signed by Marc R. von Wyss, its President, and attested by Robert J. Moir, its Secretary, this 9th day of December, 1991.

HOGAN INC.

By: 
Marc R. von Wyss, President

ATTEST:

By: 
Robert J. Moir, Secretary

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGERS
UNITED CEMENT COMPANY
INTO
HOLNAM INC.**

Holnam Inc. ("Parent"), a corporation organized and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That Parent was incorporated on the 8th day of May, 1981, under the name of HOFI North America Inc. pursuant to the General Corporation Law of the State of Delaware.

SECOND: That Parent owns 100% of the outstanding stock of United Cement Company ("United"), a corporation incorporated on the 30th day of August, 1966, pursuant to the Mississippi Business Corporation Act.

THIRD: That the Board of Directors of Parent, by duly adopting the following resolutions, by the Unanimous Written Consent of its members, filed with the Minutes of the Board on the 9th day of December, 1991, determined to and did merge into itself said United (the "Merger").

RESOLVED, that Parent merge, and it hereby does merge into itself said United and assumes all of its obligations; and

FURTHER RESOLVED, that the Merger shall be effective upon filing with the Secretary of State of Delaware (the "Effective Date") of a Certificate of Ownership and Merger.

FURTHER RESOLVED, as of the Effective Date, by virtue of the Merger and without any action on the part of the holders thereof, that as of the Effective Date, all shares of capital stock of United which are held by United as treasury shares and any shares of such capital stock owned by the Corporation shall be cancelled; and

FURTHER RESOLVED, that the proper officers of Parent be and they hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said Merger.

STATE OF DELAWARE
SECRETARY OF STATE

DIVISION OF CORPORATIONS
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FOURTH: Anything herein or elsewhere to the contrary notwithstanding, the Merger may be terminated and abandoned by the Board of Directors of Parent at any time prior to the date of filing this Certificate of Ownership and Merger with the Secretary of State.

IN WITNESS WHEREOF, Parent has caused this certificate to be signed by Marc R. von Wyss, its President, and attested by Robert J. Moir, its Secretary, this 9th day of December, 1991.

HOLNAH INC.

By:



Marc R. von Wyss, President



By: 

Robert J. Moir, Secretary

CERTIFICATE OF DESIGNATION
OF
SERIES A PREFERRED STOCK
OF
HOLNAM INC.

(Pursuant to Section 151 of the
General Corporation Law of the State of Delaware)

Holnam Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), hereby certifies that the following resolution was adopted by Board of Directors of the Corporation on May 14, 1993:

RESOLVED, that pursuant to authority expressly granted to and vested in the Board of Directors of the Company by the provisions of the Restated Certificate of Incorporation of the Company, the Board of Directors hereby creates a series of 7% Cumulative Convertible Preferred Stock, par value of \$.10 per share (the "Series A Preferred"), to consist initially of 600,000 shares.

RESOLVED, that the form of stock certificate annexed hereto as Exhibit A be, and it hereby is, approved and adopted as the form of certificate to be issued to represent shares of the Series A Preferred.

RESOLVED, that the holders of record of shares of the Series A Preferred shall be entitled to receive annual preferential cumulative dividends of \$3.50 per share, when and as declared by the Board of Directors out of funds legally available therefor. Dividends on the Series A Preferred shall commence to accrue on May 18, 1993 and shall accrue cumulatively whether or not earned or expressly declared by the Board of Directors. When and as declared by the Board of Directors, dividends on the Series A Preferred shall be payable each year in equal quarterly installments on each February 15, May 15, August 15 and November 15, beginning August 15, 1993 (the "Dividend Payment Dates"), to holders of record on such respective dates as may be determined by the Board of Directors in advance of the payment of each particular dividend. Dividends in arrears may be declared by the Board of Directors and paid at any time out of funds legally available therefor, without reference to any regular Dividend Payment Date, to holders of record on such date (not exceeding 60 days preceding the payment date thereof) as may be fixed by the Board of Directors. Dividends payable on the Series A Preferred shall be computed on the basis of a 360-day year consisting of twelve 30-day months.

RESOLVED, that in lieu of cash dividends, the Company shall have the right to pay to the holders of the Series A Preferred additional shares of the Series A Preferred in an amount equivalent to the dividends being superseded.

RESOLVED, that in the event of any distribution of assets upon any liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, after payment or provision for payment of the debts and other liabilities of the Corporation, the holders of the then outstanding Series A

Preferred shall be entitled to receive, before any distributions are made to the holders of the shares of common stock, par value \$.01 of the Company (the "Common Stock") or any other equity security of the Company, an amount equal to the sum of (x) \$50 per share and (y) any dividends accrued on the Series A Preferred which have not been paid. If the assets of the Company are insufficient to pay such amounts in full, then the entire assets of the Company shall be distributed pro rata to the holders of shares of the Series A Preferred.

RESOLVED, that the holders of the Series A Preferred shall be entitled at any time to convert each share of the Series A Preferred into 13.5 shares of the Common Stock. The conversion of the Series A Preferred shall be effected by the surrender to the Company for the certificates representing the shares of Series A Preferred to be converted, together with written notice by the holder, specifying the number of the shares to be converted. The notice shall also state the name or names, addresses and denominations in which the certificate or certificates shall be issued for the shares of Common Stock to be delivered upon such conversion and shall include instructions for delivery thereof. Surrender of such certificates together with such notice shall obligate the Company to deliver, in accordance with such instructions, the certificate or certificates for the Common Stock deliverable upon such conversion and shall obligate the Corporation to pay any dividends accrued on the Series A Preferred since August 15, 1993 which have not been paid. To the extent permitted by law, such conversion shall be deemed to have been effected as of the close of business on the date on which such certificate shall have been surrendered, and such notice shall have been received by the Company, and at such time the person or persons in whose name or names any certificate or certificates for such shares are issuable upon such conversion shall be deemed to have become the holder or holders of record thereof.

RESOLVED, that the Series A Preferred may not be redeemed prior to May 15, 1997. The Company shall have the right, at its option, to redeem any or all of the Series A Preferred at the following redemption price (a "Redemption Price"), each such Redemption Price to be increased in each case in order to include any dividends that have accrued but were unpaid at the date any such shares are to be redeemed (the "Redemption Date").

<u>Redemption Date</u>	<u>Redemption Price</u>
From May 15, 1997 to May 14, 1998	\$52.10
From May 15, 1998 to May 14, 1999	\$51.75
From May 15, 1999 to May 14, 2000	\$51.40
From May 15, 2000 to May 14, 2001	\$51.05
From May 15, 2001 to May 14, 2002	\$50.70
From May 15, 2002 to May 14, 2003	\$50.35
On or after May 15, 2003	\$50.00

RESOLVED, that the Company shall provide holders of the Series A Preferred with at least 30 days written notice of the Redemption Date. Upon the Redemption Date, the holders of the Series A Preferred which are to be redeemed (the "Redemption Shares") shall deliver certificates for their shares to the Company against payment of the Redemption Price. Dividends shall cease to

accrue on the Redemption Shares on the day following the Redemption Date whether or not the certificates therefor are delivered to the Company.

RESOLVED, that the holders of shares of Series A Preferred shall not be entitled to vote on matters submitted to stockholders of the Company, except as required by law.

RESOLVED, that the President and Secretary of the Company issue to Holdernam Inc., a Delaware corporation, six hundred thousand (600,000) shares of the Series A Preferred, fully paid and nonassessable, upon such terms and conditions, and for such consideration as they may determine.

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized, empowered and directed, in the name of the Company and on its behalf, to execute and deliver all such other instruments, agreements, consents, certificates and documents, and to do all such other things and perform such other acts as such officers in their sole and absolute discretion shall determine to be necessary, appropriate or desirable to effectuate the foregoing resolution and the transactions contemplated therein, any such determination to be conclusively evidenced by their doing or performing any such thing or act or the delivery of any such agreement, instrument, consent, certificate or document.

RESOLVED, that any acts of the officers of the Company and of any person or persons designated and authorized to act by such officers, which acts would have been authorized by the foregoing resolution except that such acts were taken prior to the adoption of such resolution, are hereby severally ratified, confirmed, approved and adopted as acts in the name and on behalf of the Company.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Designation to be executed by Kent D. Jensen, its Vice President and Treasurer and attested by Robert J. Moir, its Secretary, as of this 2nd day of June, 1993.

Holnam Inc.

By: 

Kent D. Jensen
Vice President and Treasurer

Attested:

By: 

Robert J. Moir
Secretary

SERIES A PREFERRED



HOLNAM INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

Seven Percent (7%) Cumulative Convertible Preferred Stock

THIS CERTIFIES that

Is the owner of

FULLY PAID AND NONASSESSABLE SHARES, \$0.10 PER SHARE PAR VALUE, OF THE SERIES A PREFERRED STOCK OF

HOLNAM INC.

transferable on the books of the Corporation by the holder hereof in person or by duly authorized attorney, on surrender of this certificate properly endorsed.
Witness the first and true seal of the Corporation and the signatures of its duly authorized officers.

Dated:



Secretary

President and Chief Executive Officer

SERIES A PREFERRED



SEE REVERSE FOR CERTAIN DEFINITIONS

JUN-04-1993 09:07

CT CORP

Exhibit A

411

P.02

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM—as tenants in common

TEN ENT—as tenants by the entitles

JT TEN—as joint tenants with right of survivorship and not as tenants in common

UNIF GIFT MIN ACT—Custodian

(Cust)

(Minor)

under Uniform Gifts to Minors

Act

(State)

Additional abbreviations may also be used though not in the above list.

For value received _____ hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

[Empty box for Social Security or other identifying number]

PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS INCLUDING POSTAL ZIP CODE OF ASSIGNEE

_____ Shares represented by the within Certificate, and do hereby irrevocably constitute and appoint

_____ Attorney to transfer the said Shares on the books of the within named Corporation with full power of substitution in the premises.

Dated _____ 19____

In presence of _____

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 02/22/1994
944024647 - 913951

CERTIFICATE OF OWNERSHIP AND MERGER

OF

HOLCEM INC.
(a Delaware corporation)

INTO

HOLNAM INC.
(a Delaware corporation)

(filed pursuant to Section 253 of
the General Corporation Law of
the State of Delaware)

The undersigned hereby certify that:

(1) Holnam Inc. ("Holnam") was incorporated on the 8th day of May, 1981 under the name HOFI North America Inc. pursuant to the General Corporation Law of the State of Delaware.

(2) Holcem Inc., a corporation incorporated on the 23rd day of December, 1993 pursuant to the General Corporation Law of the State of Delaware ("Holcem"), owns more than 90% of the issued and outstanding shares of common stock, par value \$.01 per share, of Holnam and 100% of the issued and outstanding shares of 7% Cumulative Convertible Preferred Stock, par value \$.10 per share, of Holnam, which constitute all the outstanding classes of stock of Holnam.

(3) The directors of Holcem, at a meeting duly called and held on January 7, 1994, unanimously adopted the following resolutions authorizing the merger of Holcem with and into Holnam (the "Merger") and the amendment of the Restated Certificate of Incorporation, as amended, of Holnam:

Merger of Holcem with Holnam

RESOLVED, that, pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), Holcem merge (the "Merger") with and into Holnam Inc., a Delaware corporation ("Holnam").

RESOLVED, that at the effective time of the Merger each outstanding share of common stock of Holnam (other than any shares owned by Holcem and subject to the rights of stockholders of Holnam who perfect their dissenters' appraisal rights) be converted into the right to receive \$7.65 in

cash (the "Cash Consideration") upon the surrender of the certificates for such shares of common stock of Holnam to the paying agent for Holdernam Inc.

RESOLVED, that this Board of Directors has reviewed and considered such information from and related to Holnam and concerning the Merger as it deemed relevant and appropriate, and a presentation by and the opinion of Merrill Lynch, Pierce, Fenner & Smith, dated January 7, 1994 and addressed to Holcem and certain affiliates of Holcem, concerning the fairness of the Cash Consideration to be received by the stockholders of Holnam other than Holcem and, on the basis of such review and consideration, this Board of Directors finds the Merger to be fair to the stockholders of Holnam other than Holcem.

RESOLVED, that upon the surrender by Holdernam Inc., a Delaware corporation and the owner of all the issued and outstanding capital stock of Holcem ("Holdernam"), of the certificates for the shares of common stock of Holcem to the paying agent after the effective time of the Merger, Holnam shall deliver or cause to be delivered to Holdernam certificates for (a) 1,000 shares of common stock of Holnam in lieu of the 128,491,701 shares of common stock of Holnam held by Holcem prior to the Merger, and (b) 1,034.71333 shares of 7% Cumulative Convertible Preferred Stock of Holnam in lieu of the 620,828 shares of the 7% Cumulative Convertible Preferred Stock of Holnam held by Holcem prior to the Merger, which newly issued certificates shall represent all the issued and outstanding equity securities of Holnam immediately after the Merger.

RESOLVED, that the stockholders of Holnam other than Holcem shall have appraisal rights as set forth in Section 262 of the DGCL.

RESOLVED, that the proper officers of Holcem are authorized to execute, acknowledge, file and record a certificate of ownership and merger in accordance with the requirements of Section 253 of the DGCL (the "Certificate of Ownership and Merger") and to cause the Merger to become effective, all without further action by this Board of Directors.

RESOLVED, that at any time before the Certificate of Ownership and Merger is filed with the Secretary of State of the State of Delaware, this Board of Directors may amend these resolutions and abandon the Merger, all in the manner and to the extent permitted by Sections 253(c) and 251(d) of the DGCL.

Amendment of the Restated Certificate of Incorporation of
Holnam

RESOLVED, that upon the effectiveness of the Merger, the restated certificate of incorporation, as amended, of Holnam be amended as follows:

(a) The preamble of Article FOURTH shall be amended so that, as amended, said preamble shall be and read as follows:

"FOURTH: The total number of shares of stock of all classes which the corporation is authorized to issue is 4,000 shares, consisting of 2,000 shares of Common Stock, par value \$.01 per share (the "Common Stock"), and 2,000 shares of Preferred Stock, par value \$.10 per share (the "Preferred Stock"). The voting powers, designations, preferences, relative rights, qualifications, limitations and restrictions of each class shall be as follows:"

(b) The resolutions set forth in the Certificate of Designation of the 7% Cumulative Convertible Preferred Stock, par value \$.10 per share (the "Series A Preferred"), of Holnam dated as of June 2, 1993 shall be amended as follows:

(i) The Series A Preferred shall consist initially of 1,000 shares instead of the 600,000 shares currently provided in the first and tenth such resolutions and the 10,150 shares and 10,678 shares of Series A Preferred Stock issued on August 15 and November 15, 1993, respectively, as dividends shall instead aggregate 34.71333 shares;

(ii) The form of stock certificate annexed thereto as Exhibit A shall be amended to the extent necessary to reflect the changes in the Series A Preferred set forth herein;

(iii) The annual preferential cumulative dividend per share set forth in the third such resolution shall be changed from \$3.50 per share to \$2,100.00 per share effective as of the date hereof;

(iv) The preferential distribution provided in clause (x) of the fifth such resolution shall be changed from \$50 per share to \$30,000 per share;

(v) The number of shares of Common Stock into which each share of Series A Preferred may be

converted shall be changed from 13.5 shares set forth in the sixth such resolution to 0.06 shares; and

(vi) The table of Redemption Prices set forth in the seventh such resolution is replaced in its entirety by the following table:

<u>Redemption Date</u>	<u>Redemption Price</u>
From May 15, 1997 to May 14, 1998	\$31,260
From May 15, 1998 to May 14, 1999	\$31,050
From May 15, 1999 to May 14, 2000	\$30,840
From May 15, 2000 to May 14, 2001	\$30,630
From May 15, 2001 to May 14, 2002	\$30,420
From May 15, 2002 to May 14, 2003	\$30,210
On or after May 15, 2003	\$30,000

(4) The Merger has been duly approved by the sole stockholder of Holcem at a meeting duly called and held on January 7, 1994.

(5) The Restated Certificate of Incorporation, as amended, of Holnam, further amended as provided in paragraph (3) above, shall be the certificate of incorporation of the surviving corporation.

(6) The Merger shall become effective as of the close of business on the date on which this Certificate of Ownership and Merger is filed with the Secretary of State of the State of Delaware, at which time Holcem shall merge with and into Holnam, which, as the surviving corporation, shall continue its corporate existence under the laws of the State of Delaware under its current name, Holnam Inc.

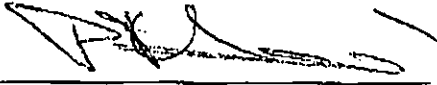
IN WITNESS WHEREOF, Holcem Inc. has caused this Certificate of Ownership and Merger to be signed in its corporate name by its President and attested by its Secretary, and each signatory acknowledges, under penalties of perjury, that this instrument is the act and deed of Holcem Inc. and that the facts stated herein are true as of the 20th day of February, 1994.

HOLCEM INC.

By: 

Name: Peter Byland
Title: President

Attest:


Name: Pierre F. Haesler
Title: Secretary

SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:30 PM 05/17/1994
944087776 - 913951

RESTATED CERTIFICATE OF INCORPORATION
OF
HOLNAM INC.
(a Delaware corporation)

HOLNAM INC., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is HOLNAM INC. The corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on May 8, 1981, a Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on August 3, 1989 and a further Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on February 7, 1990.

2. This Restated Certificate of Incorporation restates and integrates and further amends the February 7, 1990 Restated Certificate of Incorporation of this corporation by (a) reflecting the amendment to the February 7, 1990 Restated Certificate of Incorporation which changed the par value of the corporation's common stock from no par value to \$.01 par value filed by this corporation with the Secretary of State of the State of Delaware on December 21, 1990, (b) incorporating the provisions of the Certificate of Designations of the 7% Cumulative Convertible Preferred Stock of this corporation which established the terms of such securities filed by this corporation with the Secretary of State of the State of Delaware on June 3, 1993, and (c) reflecting the amendments to the aforementioned Certificate of Designations contained in the Certificate of Ownership and Merger filed by Holcem Inc. with the Secretary of State of the State of Delaware on February 22, 1994 and effecting a correction to the preamble of Article FOURTH with respect to the number of authorized shares of Preferred Stock and Series A Preferred Stock.

3. The text of the Certificate of Incorporation as amended, supplemented or restated heretofore is hereby restated, integrated and further amended to read in its entirety as follows:

FIRST: The name of the corporation is Holnam Inc.

SECOND: The address of its registered office in the State of Delaware is No. 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

FOURTH: The total number of shares of stock of all classes which the corporation is authorized to issue is 4,000 shares, consisting of 2,000 shares of Common Stock, par value \$.01 per share (the "Common Stock"), and 500 shares of Preferred Stock, par value \$.10 per share (the "Preferred Stock"), and 1,500 shares of 7½ Cumulative Convertible Preferred Stock, par value \$.10 per share (the "Series A Preferred Stock"). The voting powers, designations, preferences, relative rights, qualifications, limitations and restrictions of each class shall be as follows:

A. Preferred Stock.

(1) The Preferred Stock may be issued from time to time in one or more series, with such distinctive designation or title and in such number of shares as may be fixed by resolution of the board of directors without further action by stockholders. The board of directors is expressly granted authority to establish, by resolution or resolutions adopted before the issuance of any shares of a particular series of Preferred Stock, the powers, preferences and rights of each series and the qualifications, limitations or restrictions thereof, including but not limited to the following:

(a) The voting powers, full, special or limited, or no voting powers, of such series of Preferred Stock;

(b) The rate, terms and conditions on which dividends shall be paid, whether such dividends will be cumulative and what preference such dividends have in relation to the dividends on other series or classes of stock;

(c) The rights, terms and conditions, if any, for conversion of such series of Preferred Stock into shares of other series or classes of stock;

(d) Any right of the corporation to redeem the shares of such series of Preferred Stock, and the price, time and conditions of such redemption, including the provisions for any sinking fund; and

(a) The rights of holders of such series of Preferred Stock upon liquidation, distribution of assets, consolidation or sale of assets by the corporation.

(2) Unless the board of directors otherwise provides in the resolution establishing a series of Preferred Stock, upon repurchase by the corporation, redemption or conversion, the shares of Preferred Stock shall revert to authorized but unissued shares and may be reissued as shares of any series of Preferred Stock.

(3) In case the stated dividends and the amounts payable on liquidation are not paid in full, each share of any series of Preferred Stock shall share ratably with each other share of any series of Preferred Stock, but not with any shares of Common Stock, (a) in the payment of dividends, including cumulations, if any, in accordance with the sums which would be payable on such share if all dividends were declared and paid in full, and (b) in any distribution of assets other than by way of dividends, in accordance with the sums which would be payable in such distribution if all sums payable were discharged in full.

(4) The holders of Preferred Stock shall be entitled to receive when and as declared by the board of directors, but only out of assets legally available for the payment of dividends, cash dividends at the annual rate for each series fixed by the board of directors at the time of the original authorization of the issue of the shares of such series.

(5) So long as any shares of Preferred Stock shall be outstanding, the corporation shall not declare, pay or set apart for payment any dividends (other than dividends payable in Common Stock) on the Common Stock, make any other distributions on the Common Stock, or redeem, purchase or otherwise acquire for consideration or permit any subsidiary of the corporation to purchase or otherwise acquire for consideration any Common Stock unless all accrued dividends on the Preferred Stock of all series, including any unpaid cumulative dividends thereon, but without interest, shall have been paid and full dividends thereon for the then current dividend period shall have been paid or declared, and a sum sufficient for the payment thereof set apart. Notwithstanding the foregoing, the corporation may at any time redeem, purchase or otherwise acquire shares of Common Stock in exchange for, or out of the net proceeds from the sale or other use of, other shares of Common Stock.

(6) In the event of a liquidation, dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, but before any distribution or payment shall be made to the holders of the Common Stock, the holders of each series of Preferred Stock shall be entitled to be paid in cash the applicable liquidation price per share fixed at the time of the original authorization of shares of such series and, in the case of each share of Preferred Stock having cumulative dividend rights, an amount equal to all dividends (whether or not earned or declared) accrued and unpaid thereon, but without interest, to the date fixed for such distribution or payment.

B. Series A Preferred

(1) The holders of record of shares of the Series A Preferred shall be entitled to receive annual preferential cumulative dividends of \$2,100.00 per share, when and as declared by the Board of Directors out of funds legally available therefor. Dividends on the Series A Preferred shall commence to accrue on May 18, 1993 and shall accrue cumulatively whether or not earned or expressly declared by the Board of Directors. When and as declared by the Board of Directors, dividends on the Series A Preferred shall be payable each year in equal quarterly installments on each February 15, May 15, August 15 and November 15, beginning August 15, 1993 (the "Dividend Payment Dates"), to holders of record on such respective dates as may be determined by the Board of Directors in advance of the payment of each particular dividend. Dividends in arrears may be declared by the Board of Directors and paid at any time out of funds legally available therefor, without reference to any regular Dividend Payment Date, to holders of record on such date (not exceeding 60 days preceding the payment date thereof) as may be fixed by the Board of Directors. Dividends payable on the Series A Preferred shall be computed on the basis of a 360-day year consisting of twelve 30-day months.

(2) In lieu of cash dividends, the corporation shall have the right to pay to the holders of the Series A Preferred additional shares of the Series A Preferred in an amount equivalent to the dividends being superseded.

(3) In the event of any distribution of assets upon any liquidation, dissolution or winding-up of the corporation, whether voluntary or involuntary, after payment or provision for payment of the debts and other liabilities of the corporation, the holders of the then

outstanding Series A Preferred shall be entitled to receive, before any distributions are made to the holders of the shares of Common Stock or any other equity security of the corporation, an amount equal to the sum of (x) \$30,000 per share and (y) any dividends accrued on the Series A Preferred which have not been paid. If the assets of the corporation are insufficient to pay such amounts in full, then the entire assets of the corporation shall be distributed pro rata to the holders of shares of the Series A Preferred.

(4) The holders of the Series A Preferred shall be entitled at any time to convert each share of the Series A Preferred into 0.06 shares of the Common Stock. The conversion of the Series A Preferred shall be effected by the surrender to the corporation for the certificates representing the shares of Series A Preferred to be converted, together with written notice by the holder, specifying the number of the shares to be converted. The notice shall also state the name or names, addresses and denominations in which the certificate or certificates shall be issued for the shares of Common Stock to be delivered upon such conversion and shall include instructions for delivery thereof. Surrender of such certificates together with such notice shall obligate the corporation to deliver, in accordance with such instructions, the certificate or certificates for the Common Stock deliverable upon such conversion and shall obligate the corporation to pay any dividends accrued on the Series A Preferred since August 15, 1993 which have not been paid. To the extent permitted by law, such conversion shall be deemed to have been effected as of the close of business on the date on which such certificate shall have been surrendered, and such notice shall have been received by the corporation, and at such time the person or persons in whose name or names any certificate or certificates for such shares are issuable upon such conversion shall be deemed to have become the holder or holders of record thereof.

(5) The Series A Preferred may not be redeemed prior to May 15, 1997. The corporation shall have the right, at its option, to redeem any or all of the Series A Preferred at the following redemption price (a "Redemption Price"), each such Redemption Price to be increased in each case in order to include any dividends that have accrued but were unpaid at the date any such shares are to be redeemed (the "Redemption Date").

<u>Redemption Date</u>	<u>Redemption Price</u>
From May 15, 1997 to May 14, 1998	\$31,260
From May 15, 1998 to May 14, 1999	\$31,050
From May 15, 1999 to May 14, 2000	\$30,840
From May 15, 2000 to May 14, 2001	\$30,630
From May 15, 2001 to May 14, 2002	\$30,420
From May 15, 2002 to May 14, 2003	\$30,210
On or after May 15, 2003	\$30,000

(6) The corporation shall provide holders of the Series A Preferred with at least 30 days' written notice of the Redemption Date. Upon the Redemption Date, the holders of the Series A Preferred which are to be redeemed (the "Redemption Shares") shall deliver certificates for their shares to the corporation against payment of the Redemption Price. Dividends shall cease to accrue on the Redemption Shares on the day following the Redemption Date whether or not the certificates therefor are delivered to the corporation.

(7) The holders of shares of Series A Preferred shall not be entitled to vote on matters submitted to stockholders of the corporation, except as required by law.

C. Common Stock.

(1) Except as otherwise provided in this Restated Certificate of Incorporation or by the board of directors in fixing the voting rights of any series of Preferred Stock, the holders of the outstanding Common Stock shall possess exclusive voting power for the election of directors and for all other purposes, each holder of record of Common Stock being entitled to one vote for each share standing in his name on the books of the corporation.

(2) Subject to the prior rights of the holders of Preferred Stock, the holders of Common Stock shall be entitled to receive, when, as and if declared by the board of directors, out of assets legally available for such purpose, dividends payable either in cash, stock or otherwise.

(3) In the event of liquidation, dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, after payment shall have been made to the holders of the Preferred Stock of the full amount to which they shall be entitled pursuant to this Article FOURTH, the holders of Common Stock shall be entitled, to the exclusion of the holders of Preferred Stock, to share, ratably according to the number of

shares of Common Stock held, in all remaining assets of the corporation available for distribution to its stockholders.

FIFTH: The board of directors shall have the power to make, alter or repeal the by-laws of the corporation. Election of directors need not be by written ballot.

SIXTH: A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is hereafter amended to permit further limitation or elimination of liability of the corporation's directors for breach of fiduciary duty, then a director of the corporation shall not be liable for any such breach to the fullest extent permitted by the Delaware General Corporation Law as so amended. Any repeal or modification of the foregoing provisions of this Article SIXTH shall not adversely affect any right or protection of a director of the corporation hereunder in respect of any acts or omissions of such director occurring prior to such repeal or modification.

* * *

This Restated Certificate of Incorporation was duly adopted by written consent of the sole stockholder in accordance with the applicable provisions of Section 228, 242 and 245 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, HOLNAM INC. has caused this Restated Certificate of Incorporation to be signed by Paul A. Yhouse, its President, and attested by Robert J. Moir, its Secretary, as of this 10th day of May, 1994.

HOLNAM INC.

By: Paul A. Yhouse
Paul A. Yhouse
President

Attest:

By: Robert J. Moir
Robert J. Moir
Secretary

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

HOLDERNAM INC.

INTO

HOLNAM INC.

*Pursuant to Section 253 of the
Delaware General Corporation Law*

* * * * *

Holdernam Inc., a corporation organized and existing under the laws of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 26th day of March, 1984, pursuant to the General Corporation Law of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of Holnam Inc., a corporation incorporated on the 8th day of May, 1981, pursuant to the General Corporation Law of Delaware.

THIRD: That the directors of Holdernam Inc., by the following Agreement and Plan of Reorganization and resolution of its Board of Directors duly adopted by the unanimous written consent of its members on the 1st day of December, 1996, determined to merge itself into said Holnam Inc.:

RESOLVED, that the following Agreement and Plan of Reorganization, pursuant to which Holdernam Inc. shall merge with and into Holnam Inc., is hereby in all respects approved and adopted:

Agreement and Plan of Reorganization

1. Holdernam Inc. shall merge (the "Merger") with and into Holnam Inc., which shall be the surviving corporation and shall assume all of the obligations and succeed to all of the assets of Holdernam Inc.

2. The Merger shall become effective on a date designated by any officer of the Corporation but no later than December 31, 1996.

3. Upon effectiveness of the Merger, Holnam Inc. shall deliver all of the stock of Holnam Inc. to "Holderbank" Financiere Glaris Ltd., sole holder of the stock of Holdernam Inc.

4. This Agreement and Plan of Reorganization and the Merger shall be submitted to the sole stockholder of Holdernam Inc. for its approval and, upon such approval, a Certificate of Ownership and Merger with respect to the Merger shall be filed by any officer of Holdernam Inc. with the Secretary of State of the State of Delaware.


5. Anything herein or elsewhere to the contrary notwithstanding, this Agreement and Plan of Reorganization and the Merger provided for herein may be amended or terminated and abandoned by the Board of Directors of Holdernam Inc. at any time prior to the effectiveness of the Merger, notwithstanding approval hereof by the sole stockholder of Holdernam Inc. or the filing of the Certificate of Ownership and Merger with respect thereto with the Secretary of State of the State of Delaware.

FOURTH: That the Merger has been approved by the written consent of the sole stockholder of Holdernam Inc. on December 1, 1996.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, the merger provided for in this Certificate may be amended or terminated and abandoned by the Board of Directors of Holdernam Inc. at any time prior to the effectiveness thereof.

IN WITNESS WHEREOF, said Holdernam Inc. has caused this Certificate to be signed by Peter Byland, its President, this 1st day of December, 1996.

HOLDERNAM INC.

By: 
Peter Byland, President and
Authorized Representative

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:00 PM 01/06/2000
001008920 - 0913951

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING

HCR LIMESTONE INC.

INTO

HOLNAM INC.

RECEIVED

FEB 18 2016

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Holnam Inc., a corporation organized and existing under the laws of the Delaware,

DOES HEREBY CERTIFY:

1. That this corporation was incorporated on the 8th day of May, 1981, pursuant to the General Corporation Law of the State of Delaware.

2. That this corporation owns all of the outstanding shares of the stock of HCR Limestone Inc., a corporation incorporated on the 3rd day of May, 1994, pursuant to the General Corporation Law of the State of Delaware.

3. That this corporation, by the following resolutions of its Sole Shareholder, duly adopted by the unanimous written consent of its members on December 28, 1999, filed with the minutes of the Board:


RESOLVED, that Holnam Inc. merge, and it hereby does merge into itself HCR Limestone Inc. and assumes all of its obligations;

FURTHER RESOLVED, that the merger shall be effective upon filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware; and

FURTHER RESOLVED, that the Vice President and Secretary of this corporation be and he is hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the foregoing resolutions to merge said HCR Limestone Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with such Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anyway necessary or proper to effect said merger.

4. Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of Holnam Inc. at any time prior to the time that this merger being filed with the Secretary of State becomes effective.

IN WITNESS WHEREOF, said Holnam Inc. has caused this Certificate to be signed by Robert J. Moir, its Vice President and Secretary, this 28th day of December, 1999.


By: Robert J. Moir
Its: Vice President and Secretary

DEC-12-2001 09:08
12-12-2001 09:08

C T CORPORATION

STATE OF DELAWARE
SECRETARY OF STATE 02/02
DIVISION OF CORPORATIONS
FILED 09:30 AM 12/12/2001
010634758 - 0913951

RECEIVED

CERTIFICATE OF AMENDMENT

FEB 18 2002

OF

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

RESTATED CERTIFICATE OF INCORPORATION

Holnam Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of Holnam Inc. resolutions were duly adopted setting forth a proposed amendment to the Restated Certificate of Incorporation of said corporation, declaring said amendment to be advisable. The resolution setting forth the proposed amendment is as follows:

RESOLVED, the Board of Directors deems it advisable and hereby recommends to the shareholder of the Corporation that the Restated Articles of Incorporation be amended so that the Corporation's name is changed to Holcim (US) Inc.

SECOND: That pursuant to consent resolution signed by the sole shareholder of said corporation, the amendment was approved.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Holnam Inc. has caused this certificate to be signed by Susan M. Diehl, its Corporate Secretary, this 10th day of December, 2001.



By: Susan M. Diehl
Corporate Secretary

DEC-12-2001 09:08
12-11-2001 09:08

C T CORPORATION

STATE OF DELAWARE
SECRETARY OF STATE 02/02
DIVISION OF CORPORATIONS
FILED 09:30 AM 12/12/2001
010634758 - 0913951

RECEIVED

CERTIFICATE OF AMENDMENT

FEB 18 2002

OF

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

RESTATED CERTIFICATE OF INCORPORATION

Holnam Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of Holnam Inc. resolutions were duly adopted setting forth a proposed amendment to the Restated Certificate of Incorporation of said corporation, declaring said amendment to be advisable. The resolution setting forth the proposed amendment is as follows:

RESOLVED, the Board of Directors deems it advisable and hereby recommends to the shareholder of the Corporation that the Restated Articles of Incorporation be amended so that the Corporation's name is changed to Holcim (US) Inc.

SECOND: That pursuant to consent resolution signed by the sole shareholder of said corporation, the amendment was approved.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Holnam Inc. has caused this certificate to be signed by Susan M. Diehl, its Corporate Secretary, this 10th day of December, 2001.



By: Susan M. Diehl
Corporate Secretary

Electric Retailer License

- FERC MBR Authorization
 - State of Maryland
 - State of New Jersey

FEDERAL ENERGY REGULATORY COMMISSION
Washington, D.C. 20426

OFFICE OF ENERGY MARKET REGULATION

In Reply Refer To:
Holcim (US) Inc.
Docket Nos. ER11-3053-000 and
ER11-3053-001

May 2, 2011

Mr. Edward J. Martell
Commodity Manager-Energy
Holcim (US) Inc.
6211 Ann Arbor Road
Dundee, Michigan 48111

RECEIVED

FEB 18 2016

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Reference: Market-Based Rate Authorization

Dear Mr. Martell:

On March 9, 2011, as amended on March 23, 2011, you filed on behalf of Holcim (US) Inc. (Holcim) an application for market-based rate authority with an accompanying tariff. The proposed market-based rate tariff provides for the sale of energy, capacity, and ancillary services at market-based rates.¹ Holcim requests waivers commonly granted to similar market-based rate applicants.

Your filings were noticed on March 10, 2011 and March 24, 2011, with comments, protests or interventions due on or before March 30, 2011 and April 13, 2011, respectively. None was filed.

Pursuant to the authority delegated to the Director, Division of Electric Power Regulation - West, under 18 C.F.R. § 375.307, your submittals filed in the referenced dockets are accepted for filing, effective May 9, 2011, as requested. Based on your

¹ Holcim requests authorization to sell ancillary services in the markets administered by PJM Interconnection, L.L.C. (PJM), New York Independent System Operator, Inc. (NYISO), ISO New England Inc. (ISO-NE), California Independent System Operator Corp. (CAISO), and Midwest Independent Transmission System Operator, Inc. (Midwest ISO). Holcim also requests authorization to engage in the sale of certain ancillary services as a third-party provider in other markets.

Docket Nos. ER11-3053-000 and - 2 -
ER11-3053-001

representations, Holcim meets the criteria for a Category 1 seller in all regions and is so designated.²

You state that Holcim is located in Massachusetts, and intends to act as a power marketer. You further represent that Holcim is wholly owned by Holcim Participations (US) Inc., which is a wholly owned subsidiary of Holcim Ltd. You state that Holcim is not affiliated with any entity that owns or controls generation or transmission facilities. You represent that Holcim owns a six-mile long intrastate natural gas pipeline that connects a cement plant in Ada, Oklahoma to the Enogex intrastate pipeline, but that this ownership does not allow Holcim to raise any barriers to entry in the relevant markets. Therefore, you affirmatively state that Holcim has not erected barriers to entry and will not erect barriers to entry into the relevant markets.

You represent that Holcim does not own or control any generation resources and that Holcim and its affiliates do not own or control any transmission facilities. You further state that Holcim is not affiliated with any franchised public utilities and raises no other vertical market power concerns. Therefore, you state that Holcim satisfies the requirements for status as a Category 1 seller in all regions.

Market-Based Rate Authorization

The Commission allows power sales at market-based rates if the seller and its affiliates do not have, or have adequately mitigated, horizontal and vertical market power.³

Based on your representations, Holcim's submittal satisfies the Commission's requirements for market-based rate authority regarding horizontal and vertical market power.

Holcim's request for waiver of Subparts B and C of Part 35 of the Commission's regulations requiring the filing of cost-of-service information, except for sections 35.12(a), 35.13(b), 35.15 and 35.16 is granted. Holcim's request for waiver of Part 41, Part 101, and Part 141 of the Commission's regulations concerning accounting and

² *Market-Based Rates for Wholesale Sales of Electric Energy, Capacity and Ancillary Services by Public Utilities*, Order No. 697, FERC Stats. & Regs. ¶ 31,252, at P 848-50, *clarified*, 121 FERC ¶ 61,260 (2007), *order on reh'g*, Order No. 697-A, FERC Stats. & Regs. ¶ 31,268, *clarified*, 124 FERC ¶ 61,055, *order on reh'g*, Order No. 697-B, FERC Stats. & Regs. ¶ 31,285 (2008), *order on reh'g*, Order No. 697-C, FERC Stats. & Regs. ¶ 31,291 (2009), *order on reh'g*, Order No. 697-D, FERC Stats. & Regs. ¶ 31,305 (2010).

³ Order No. 697, FERC Stats. & Regs. ¶ 31,252 at P 62, 399, 408, 440.

Docket Nos. ER11-3053-000 and - 3 -
ER11-3053-001

reporting requirements is granted with the exception of 18 C.F.R. §§ 141.14 and 141.15.⁴ Notwithstanding the waiver of the accounting and reporting requirements here, Holcim is expected to keep its accounting records in accordance with generally accepted accounting principles.

Holcim requests blanket authorization under Part 34 of the Commission's regulations for all future issuances of securities and assumptions of liability. A separate notice was published in the Federal Register establishing a period during which protests could be filed. None was filed. Holcim is authorized to issue securities and assume obligations or liabilities as guarantor, indorser, surety, or otherwise in respect of any security of another person; provided that such issue or assumption is for some lawful object within the corporate purposes of Holcim, compatible with the public interest, and reasonably necessary or appropriate for such purposes.⁵

Holcim must file electronically with the Commission Electric Quarterly Reports.⁶ Holcim further must timely report to the Commission any change in status that would reflect a departure from the characteristics the Commission relied upon in granting market-based rate authority in accordance with Order No. 697.⁷

This action does not constitute approval of any service, rate, charge, classification, or any rule, regulation, or practice affecting such rate or service provided for in the filed documents; nor shall such action be deemed as recognition of any claimed contractual right or obligation affecting or relating to such service or rate; and such acceptance is without prejudice to any findings or orders which have been or may hereafter be made by

⁴ *Citizens Energy Corp.*, 35 FERC ¶ 61,198 (1986); *Citizens Power and Light Corp.*, 48 FERC ¶ 61,210 (1989) (*Citizens Power*); *Enron Power Marketing, Inc.*, 65 FERC ¶ 61,305 (1993), *order on reh'g*, 66 FERC ¶ 61,244 (1994) (*Enron*).

⁵ *Citizens Power*, 48 FERC ¶ 61,210; *Enron*, 65 FERC ¶ 61,305.

⁶ *Revised Public Utility Filing Requirements*, Order No. 2001, FERC Stats. & Regs. ¶ 31,127, *reh'g denied*, Order No. 2001-A, 100 FERC ¶ 61,074, *reh'g denied*, Order No. 2001-B, 100 FERC ¶ 61,342, *order directing filing*, Order No. 2001-C, 101 FERC ¶ 61,314 (2002), *order directing filing*, Order No. 2001-D, 102 FERC ¶ 61,334 (2003). Attachments B and C of Order No. 2001 describe the required data sets for contractual and transaction information. Public utilities must submit Electric Quarterly Reports to the Commission using the EQR Submission System Software, which may be downloaded from the Commission's website at <http://www.ferc.gov/docs-filing/eqr.asp>.

⁷ *Reporting Requirement for Changes in Status for Public Utilities with Market-Based Rate Authority*, Order No. 652, FERC Stats. & Regs. ¶ 31,175, *order on reh'g*, 111 FERC ¶ 61,413 (2005); 18 C.F.R. § 35.42 (2010).

Docket Nos. ER11-3053-000 and - 4 -
ER11-3053-001

the Commission in any proceeding now pending or hereafter instituted by or against any of the applicant(s).

This order constitutes final agency action. Requests for rehearing by the Commission may be filed within 30 days of the date of issuance of this order, pursuant to 18 C.F.R § 385.713.

Questions regarding the above order should be directed to:

Federal Energy Regulatory Commission
Attn: Ryan Anderson
Phone: (202) 502-8122
Office of Energy Market Regulation
888 First Street, N.E.
Washington, D.C. 20426

Sincerely,

Steve P. Rodgers, Director
Division of Electric Power
Regulation - West

COMMISSIONERS

W. KEVIN HUGHES
CHAIRMAN

HAROLD D. WILLIAMS
LAWRENCE BRENNER
KELLY SPEAKES-BACKMAN
ANNE E. HOSKINS

STATE OF MARYLAND



PUBLIC SERVICE COMMISSION

#8, 9/11/13 AM; MLS 148500
License Reference No.: IR-3150

September 11, 2013

Ed Martell
Commodity Manager – Energy
Holcim (US) Inc.
6211 Ann Arbor Road
Dundee, MI 48131

Dear Mr. Martell:

On July 15, 2013, Holcim (US) Inc. (“Company”) filed an Application for a license to supply electricity or electric generation services in Maryland under COMAR 20.51. The Company proposes to provide electricity supplier services in Maryland for industrial customers as described in the application.

After considering this matter at the September 11, 2013 Administrative Meeting, the Commission granted the Company a license to supply electricity or electric generation services in Maryland in accordance with its Application (License Reference Number IR-3150). The license granted by the Commission under this Letter Order is limited solely to electricity supplier services to industrial customers. Additionally, the Company is directed to provide marketing and training materials specific to its Maryland operations for Commission Staff and Office of People’s Counsel review prior to offering service to any third party in Maryland.

Finally, the Company is reminded that it is under a continuing obligation to notify the Commission within 30 days of any changes to the information upon which the Commission relied in granting this license. A copy of the supplemental or updated information is required to be filed concurrently with the Office of People’s Counsel.

By Direction of the Commission,

A handwritten signature in black ink, appearing to read "David J. Collins".

David J. Collins
Executive Secretary

DJC/st
cc: Phil VanderHeyden, Electricity Division

WILLIAM DONALD SCHAEFER TOWER • 6 ST. PAUL STREET • BALTIMORE, MARYLAND 21202-6806

410-767-8000 • Toll Free: 1-800-492-0474 • FAX: 410-333-6495
MDRS: 1-800-735-2258 (TTY/Voice) • Website: www.psc.state.md.us/psc/



Chris Christie
Governor

Kim Guadagno
Lt. Governor

STATE OF NEW JERSEY
Board of Public Utilities
44 South Clinton Avenue, 9th Floor
Post Office Box 350
Trenton, New Jersey 08625-0350
www.nj.gov/bpu/

Irene Kim Asbury
Secretary to the Board
(609) 292-1599

May 19, 2015

Edward Martell
Commodity Manager
Holcim (US) Inc.
6211 Ann Arbor Rd.
Dundee, MI 48131

Re: **Electric Power Supplier License Renewal**
Docket No. EE14060607L

Dear Mr. Martell:

In accordance with the Electric Discount and Energy Competition Act of 1999, N.J.S.A. 48:3-49 et seq., at its May 19, 2015 Agenda meeting, the New Jersey Board of Public Utilities voted to renew the Electric Power Supplier License, number ESL-0121, issued to Holcim (US) Inc.

The enclosed license is effective May 19, 2015 and expires on May 18, 2016. This license and the rights thereunder are **Non-Transferable**.

This letter is not an endorsement of, nor is it intended for use in, the marketing promotions of the licensee. Licensees shall comply with all applicable laws and regulations, including the Electric Discount and Energy Competition Act, which prohibits the unauthorized change of a customer's energy provider and other fraudulent and illegal marketing activities.

If you have any questions, please contact Anna Procopio at (609) 292-1681.

Sincerely,

A handwritten signature in cursive script, appearing to read "Irene Kim Asbury".

Irene Kim Asbury
Secretary of the Board

IKA/alp
Encl.(s)

State of New Jersey



Board of Public Utilities

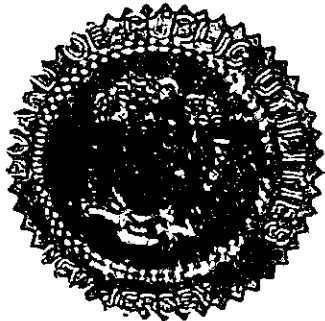
44 South Clinton Avenue, P.O. Box 350, Trenton, New Jersey 08625-0350

HEREBY LICENSES

Holcim (US) Inc.
595 Morgan Boulevard
Camden, New Jersey 08104

To conduct business in the State of New Jersey as an

Electric Power Supplier




Irene Kim Asbury
Secretary of the Board

License No. ESL-0121
Effective Date: May 19, 2015
Expiration Date: May 18, 2016

PJM Membership

Umbrella Agreement – NITS

Reliability Agreement – LSE

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Application for Membership
Between
PJM Interconnection, L.L.C.
And
Holcim (US) Inc.

FEB 18 2010

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

This Application for Membership Agreement ("Agreement") is entered into between PJM Interconnection, L.L.C. ("PJM") and ("Applicant"). The purpose of this Agreement is to apply to become a member of the PJM and to participate under the PJM Amended and Restated Operating Agreement, Third Revised Rates Schedule FERC No. 24 ("Operating Agreement"). The Applicant has read and understands the terms and conditions of the Operating Agreement. The Applicant agrees to accept the concepts and obligations set forth in this Agreement and the Operating Agreement posted on the PJM website at:
<http://www.pjm.com/documents/downloads/agreements/oa.pdf>

The Applicant also commits to supply data required for coordination of planning and operating, including data for capacity accounting, and agrees to pay all costs and expenses in accordance with the Operating Agreement and all other applicable costs under the PJM Open Access Transmission Tariff ("Tariff"). Such costs include but are not limited to: (i) payment obligations under Schedule 3 of the Operating Agreement; (ii) costs under Schedule 9 of the PJM Tariff; and (iii) potential default allocation payment obligations pursuant to Section 15.2 of the Operating Agreement (PJM may, under the Operating Agreement, declare members in default for not paying their invoices. If that occurs, PJM may pursue collection of the overdue invoices that exceed the collateral PJM holds from the defaulting member as well as take steps to terminate the defaulting members' membership. According to the Operating Agreement, all members are required to pay a portion of the payment default that exceeds the defaulting member's collateral held by PJM.)

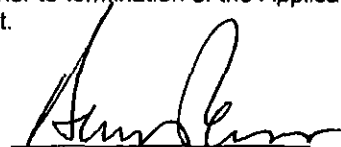
The Applicant will pay the annual fee of \$5,000 for the remainder of the year of application upon notification of PJM application approval per Schedule 3.

The Applicant recognizes that it shall become a member of PJM effective as of the date that the Applicant receives the supplement to the Operating Agreement in the form prescribed in Schedule 4 of the Operating Agreement signed by the Applicant and countersigned by the President of PJM pursuant to section 11.6 of the Operating Agreement.

This Agreement will remain in effect until notice of termination is given in writing by the authorized representative of either the Applicant or PJM. Any financial obligations must be satisfied prior to termination of the Applicant's obligations and responsibilities under the PJM Agreement.

Applicant:

Signature:



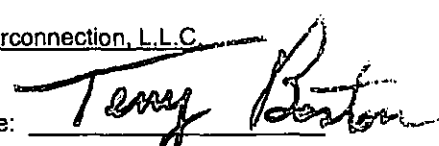
Name: **Bernard Terver**

Title: **President & CEO**

Date: 5/20/2010

PJM Interconnection, L.L.C.

Signature:



Name: **Terry Boston**

Title: **President & CEO**

Date: 1/1/2011

SCHEDULE 4

STANDARD FORM OF AGREEMENT TO BECOME A MEMBER OF THE LLC

Any entity which wishes to become a Member of the LLC shall, pursuant to Section 11.6 of this Agreement, tender to the President an application, upon the acceptance of which it shall execute a supplement to this Agreement in the following form:

Additional Member Agreement

1. This Additional Member Agreement (the "Supplemental Agreement"), dated as of 1/1/2011, is entered into among Holcim (US) Inc. and the President of the LLC acting on behalf of its Members.

2. Holcim (US) Inc. has demonstrated that it meets all of the qualifications required of a Member to the Operating Agreement. If expansion of the PJM Region is required to integrate Holcim (US) Inc.'s facilities, a copy of Attachment J from the PJM Tariff marked to show changes in the PJM Region boundaries is attached hereto. Holcim (US) Inc. agrees to pay for all required metering, telemetering and hardware and software appropriate for it to become a member.

3. Holcim (US) Inc. agrees to be bound by and accepts all the terms of the Operating Agreement as of the above date.

4. Holcim (US) Inc. hereby gives notice that the name and address of its initial representative to the Members Committee under the Operating Agreement shall be:

Edward J. Martell 6211 Ann Arbor Rd, Dundee, MI 48131

5. The President of the LLC is authorized under the Operating Agreement to execute this Supplemental Holcim (US) Inc. Agreement on behalf of the Members.

6. The Operating Agreement is hereby amended to include Holcim (US) Inc. as a Member of the LLC thereto, effective as of January 1, 2011, the date the President of the LLC countersigned this Agreement.

IN WITNESS WHEREOF, Holcim(US) Inc. and the Members of the LLC have caused this Supplemental Agreement to be executed by their duly authorized representatives.

Members of the LLC

By: Terry Boston
Name: **Terry Boston**
Title: President

By: Bernard Terver
Name: Bernard Terver
Title: President & CEO

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FEB 18 2016

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Issued By: Craig Glazer
Vice President, Government Policy
Issued On: April 30, 2004

Effective: May 1, 2004

ATTACHMENT F-1

**Form of Umbrella Service Agreement for
Network Integration Transmission Service
Under State Required Retail Access Programs**

- 1.0 This Service Agreement dated as of 5/4/2012, including the Specifications For Network Integration Transmission Service Under State Required Retail Access Programs attached hereto and incorporated herein, is entered into, by and between PJM Interconnection, L.L.C. ("Transmission Provider") as administrator of the Tariff, PJM Settlement Inc. ("Counterparty") as the counterparty, and **Holcim (US) Inc.**, a transmission customer participating in a state required retail access program and/or a program providing for the contractual provision of default service or provider of last resort service ("Network Customer").
- 2.0 The Network Customer has been determined by the Transmission Provider to have a valid request for Network Integration Transmission Service under the Tariff and to have satisfied the conditions for service imposed by the Tariff to the extent necessary to obtain service with respect to its participation in a state required retail access program.
- 3.0 Service under this Service Agreement shall commence on 5/4/2012, and shall terminate on such date as mutually agreed upon by the parties, unless state law or regulations specify a limited period for service or unless earlier terminated for default under Section 7.3 of the Tariff.
- 4.0 The Transmission Provider agrees to provide, and the Network Customer agrees to take, Network Integration Transmission Service in accordance with the Tariff, including the *Operating Agreement of the PJM Interconnection, L.L.C. ("Operating Agreement")* (which is the Network Operating Agreement under the Tariff and is incorporated herein by reference) and this Service Agreement, as they may be amended from time to time.
- 5.0 Any notice or request made to or by either Party regarding this Service Agreement shall be made to the representative of the other Party as indicated below.

Transmission Provider (on behalf of Transmission Provider and Counterparty)

PJM Interconnection, L.L.C.
955 Jefferson Avenue
Valley Forge Corporate Center
Norristown, PA 19403-2497

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FEB 18 2016

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Network Customer


Holcim (US) Inc.
201 Jones Road
Waltham, MA 02451

IN WITNESS WHEREOF, the Transmission Provider and the Network Customer have caused this Service Agreement to be executed by their respective authorized officials.

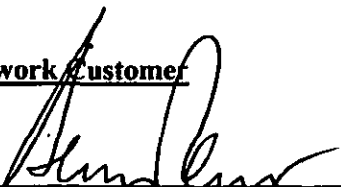
Transmission Provider

By:  Sr. VP. - Operations 5/4/2012
Name Michael J. Kormos Title Date

Counterparty:

By:  President 5/4/2012
Name Harry E. Dessender Title Date

Network Customer

By:  President & CEO April 30th 2012
Name: Bernard Terver Title Date

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FEB 18 2016

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

**SPECIFICATIONS FOR
NETWORK INTEGRATION TRANSMISSION SERVICE
PURSUANT TO STATE REQUIRED RETAIL ACCESS PROGRAMS**

- 1.0 Term of Service: The term of service under this Service Agreement shall be from ~~5/4/2012~~ until terminated by mutual agreement of the parties, unless state law or regulations specify a limited period for service or unless earlier terminated for default under Section 7.3 of the Tariff.
- 2.0 Network Operating Agreement: In accordance with Section 29.1 of the Tariff, the Network Customer must be a member of PJM Interconnection, L.L.C. and a signatory to the Operating Agreement.
- 3.0 Network Load and Network Resources: The Network Customer shall be responsible for the Transmission Provider receiving the information pertaining to Network Load, Network Resources, and Behind The Meter Generation described in this section. Such information shall be provided in accordance with procedures established by the Transmission Provider. With respect to service requests under this umbrella Service Agreement, the Transmission Provider will deem the provision of the information specified in this section as complying with the application requirements set forth in Section 29.2 of the Tariff.
- 3.1 Network Load: For Network Load within the PJM Region, the Network Customer shall arrange for each electric distribution company (“EDC”) delivering to the Network Customer’s load to provide directly to the Transmission Provider, on a daily basis, the Network Customer’s peak load (net of operating Behind The Meter Generation, but not to be less than zero, unless such generation is separately metered and reported to PJM), by bus, coincident with the annual peak load of the Zone as determined under Section 34.1 of the Tariff. The peak load shall be expressed in terms of tenths of a megawatt and shall include all losses within the PJM Region, other transmission losses, and distribution losses. Unless a more specific bus distribution is available, the EDC may provide a bus distribution for the Network Customer’s peak load proportional to the bus distribution for all of the load in the Zone. The information must be submitted directly to the Transmission Provider by the EDC, unless the Transmission Provider approves in advance another arrangement. For Non-Zone Network Load, the Network Customer shall provide to the Transmission Provider, on a daily basis, the Network Customer’s peak load, by interconnection at the border of the PJM Region, coincident with the annual peak load of such area as determined under Section 34.1 of the Tariff. The peak load for such Non-Zone Network Load shall be expressed in terms of tenths of a megawatt and shall not include losses within the PJM Region. Unless a more specific bus distribution is identified and node definition requested, a service

request shall be granted upon submission of the information set forth in this Section 3.1 without any further confirmation procedures. If a Network Customer under this Service Agreement, prior to the commencement of service or at any time after the commencement of service, identifies a more specific bus distribution and requests a node definition for all or part of its Network Load that is served under state required retail access programs, the Network Customer shall notify both the Transmission Provider and the electric distribution company pursuant to the notification procedure and schedule set forth in the PJM manuals. The Transmission Provider, exercising its independent judgment and expertise, shall have the authority to resolve any difference of opinion that may arise between the Network Customer and the electric distribution company as to the applicable bus distribution or node definition. If confirmed, the more specific bus distribution will not be used for billing and settlement purposes, however, until the notification procedure set forth in the PJM manuals is completed, and in no event until June 1, to correspond with the commencement of the annual planning period.

- 3.2 Network Resources: The Network Customer, as necessary, shall designate from time to time its Network Resources. In the event the Network Resource to be designated is Behind The Meter Generation, the designation must be made before the commencement of a Planning Period as that term is defined in the Operating Agreement and will remain in effect for the entire Planning Period. Such Network Resources must be acceptable to the Transmission Provider as Network Resources in accordance with the Tariff and the Operating Agreement. Designations of resources that have not previously been accepted as Network Resources of any Network Customer or Transmission Customer shall include the information set forth in Section 29.2(v) of the Tariff. Changes in the designation of Network Resources will be treated as an application for modification of service. The Network Customer shall confirm the acceptance of a Network Resource within 15 days of the completion of a System Impact Study or 30 days after completion of a Facilities Study, as is applicable. The Transmission Provider will maintain a current list of Network Resources, which shall be updated from time to time.
- 3.3 Hourly Load: The Network Customer and/or the EDCs delivering to the Network Customer's load shall provide to the Transmission Provider, on a daily basis, hourly loads and an associated bus distribution for the Network Load. For Network Load within the PJM Region, hourly loads required under this Section shall include all losses within such area, including 500 kV transmission losses, other transmission losses, and distribution losses. The Network Customer shall notify the Transmission Provider whether the Network Customer or the EDC or both will submit the hourly loads.
- 3.4 Energy Schedules: The Network Customer shall schedule energy for its hourly loads in accordance with the Appendix to Attachment K of the Tariff.

- 3.5 Interruptible Loads: The Network Customer shall inform or shall arrange for each EDC delivering to Network Customer's load to inform Transmission Provider about the amount and location of any interruptible loads included in the Network Load. This information shall include the summer and winter peak load for each interruptible load (had such load not been interruptible), that portion of each interruptible load subject to interruption, the conditions under which an interruption can be implemented, and any limitations on the duration and frequency of interruptions.
- 3.6 Procedures for Load Determination: The procedures by which an EDC will determine the peak and hourly loads reported to the Transmission Provider under Sections 3.1 and 3.3 may be set forth in a separate schedule to the Tariff for each EDC.
- 3.7 Behind The Meter Generation: For Behind The Meter Generation of a Network Customer that requires metering pursuant to section 14.5 of the Operating Agreement, the Network Customer shall arrange for the Transmission Owner or EDC to provide directly to Transmission Provider information pertaining to such Behind The Meter Generation and the total load at its location as necessary for PJM's planning purposes.
- 4.0 Energy Imbalance Service: The Network Customer will receive Energy Imbalance Service from the Transmission Provider in accordance with Schedule 4 of the Tariff. Energy Imbalance Service is considered to be PJM Interchange and will be charged at the hourly locational marginal price determined pursuant to Section 2 of the Appendix to Attachment K of the Tariff.
- 5.0 Reconciliation Billing: For Network Load within the PJM Region, to the extent required, the Transmission Provider will reconcile the Network Customer's hourly energy responsibilities as initially reported to Transmission Provider and its hourly energy consumption based on, or estimated from, metered usage, and provide corresponding charges and credits to Network Customer. Such reconciliation, if required, shall be made at the same rates as Energy Imbalance Service.
- 6.0 Designation of party subject to reciprocal service obligation: The Network Customer shall comply with Section 6 of the Tariff.
- 7.0 Name(s) of any Intervening Systems providing transmission service: To the extent any Network Resources are located outside the PJM Region, the list of Network Resources maintained by the Transmission Provider referenced in Section 3.2 of these specifications, shall identify any intervening systems needed to deliver those Network Resources to the Network Customer's retail load.
- 8.0 Charges: Service under this Service Agreement may be subject to some combination of the charges detailed below. (The appropriate charges for individual transactions will be determined in accordance with the terms and conditions of the Tariff.)

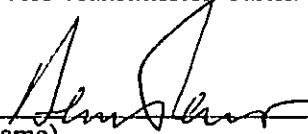
- 8.1 Embedded Cost Transmission Charge: The embedded cost transmission charge shall be determined in accordance with the formula set forth in Section 34 of the Tariff.
- 8.2 System Impact and Facilities Study Charges: To the extent Network Resources are located outside, or a new resource is added to, the PJM Region, a System Impact Study and/or Facilities Study Agreement and related charges may be required pursuant to Section 32 of the Tariff.
- 8.3 Direct Assignment Facilities Charge: To the extent that facilities or portions of facilities must be constructed by a Transmission Owner for the sole use or benefit of the Network Customer to accommodate the service requested by the Network Customer, the Network Customer shall be responsible for the cost of such Direct Assignment Facilities, and the charges for such facilities shall be specified at the time that the Transmission Provider determines the facilities that are needed to provide the requested service.
- 8.4 Ancillary Services Charge: In addition to Energy Imbalance Service, Transmission Provider shall bill the Network Customer for ancillary services in accordance with Schedules 1, 1-A, 2, 3, 5, 6, and 9 of the Tariff. To the extent required, the ancillary services charges shall also be reconciled based on any differences between the Network Customer's hourly energy responsibilities as initially reported to Transmission Provider and its hourly energy consumption based on, or estimated from, metered usage.
- 8.5 Other Supporting Facilities Charge: None.
- 8.6 Losses: For Non-Zone Network Load, losses of 3 percent for on-peak hours and 2.5 percent for off-peak hours shall be supplied as set forth in the Appendix to Attachment K of the Tariff.
- 8.7 Other Charges: Transmission Provider shall charge Network Customer any and all other charges set forth in the Tariff applicable to providing Network Integration Service.
- 9.0 Designated Agent: To the extent that a Designated Agent for one or more Network Customers provides to the Transmission Provider any of the information required by these Specifications, it shall provide the information separately for each Network Customer.

CERTIFICATION

I, Bernard Terver, certify that I am a duly authorized officer of

Holcim (US) Inc. (Network Customer) and that

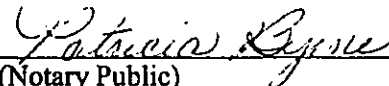
Holcim (US) Inc. (Network Customer) will not request service under this Service Agreement to assist an Eligible Customer to avoid the reciprocity provision of this Open-Access Transmission Tariff.



(Name)

(Name)

Subscribed and sworn before me this 11th day of April, 2012.



(Notary Public)

My Commission expires: March 31, 2017

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Strategic Sourcing Group



Holcim (US) Inc.
6211 Ann Arbor Road
P.O. Box 122
Dundee, MI 48131

www.holcim.com/us

May 7, 2012

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PA PUBLIC UTILITY COMMISSION
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Ms. Kelly Oostertag
Client Manager – Member Relations
PJM Interconnection, LLC
955 Jefferson Avenue
Norristown, PA 19403

Dear Kelly;

Attached please find our executed copy of the Reliability Assurance Agreement Among Load Serving Entities in the PJM Region.

Thank you for your continued assistance – much appreciated.

Best regards,

A handwritten signature in black ink, appearing to read 'Ed Martell'.

Ed Martell
Commodity Manager
Holcim (US) Inc. and
Aggregate Industries US
6211 Ann Arbor Rd.
Dundee, MI 48131
Phone: 734-529-4354
Cell: 734-735-9682
Fax Number: 734-529-4224
Email: ed.martell@holcim.com
www.holcim-us.com

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PJM Interconnection, L.L.C.
Rate Schedule FERC No. 44

RELIABILITY ASSURANCE AGREEMENT

Among

LOAD SERVING ENTITIES

in the

PJM REGION

Effective Date: 2/14/2011

PJM RELIABILITY ASSURANCE AGREEMENT

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Effective Date: 9/17/2010 - Docket #: ER10-2710-006

1.85 Transmission Owners Agreement

Transmission Owners Agreement shall mean that certain Consolidated Transmission Owners Agreement, dated as of December 15, 2005 and as amended from time to time, among transmission owners within the PJM Region.

1.86 Unforced Capacity

Unforced Capacity shall mean installed capacity rated at summer conditions that is not on average experiencing a forced outage or forced derating, calculated for each Capacity Resource on the 12-month period from October to September without regard to the ownership of or the contractual rights to the capacity of the unit.

1.87 West RAA

West RAA shall mean the "PJM West Reliability Assurance Agreement among the Load Serving Entities in the PJM West Region," on file with FERC as PJM Rate Schedule FERC No. 32.

1.88 Zonal Capacity Price

Zonal Capacity Price shall mean the price of Unforced Capacity in a Zone that an LSE that has not elected the FRR Alternative is obligated to pay for a Delivery Year as determined pursuant to Attachment DD to the PJM Tariff.

1.89 Zone

Zone shall mean an area within the PJM Region, as set forth in Schedule 15, or as such areas may be (i) combined as a result of mergers or acquisitions or (ii) added as a result of the expansion of the boundaries of the PJM Region. A Zone shall include any Non-Zone Network Load (as defined in the PJM Tariff) located outside the PJM Region that is served from such Zone under Schedule H-A of the PJM Tariff.

Effective Date: 2/1/2011 - Docket #: ER11-2288-000

7.2 Responsibility to Pay Locational Reliability Charge.

Except to the extent its capacity obligations are satisfied through the FRR Alternative, each Party shall pay, as to the loads it serves in each Zone during a Delivery Year, a Locational Reliability Charge for each such Zone during such Delivery Year. The Locational Reliability Charge shall equal such Party's Daily Unforced Capacity Obligation in a Zone, as determined pursuant to Schedule 8 of this Agreement, times the Final Zonal Capacity Price for such Zone, as determined pursuant to Attachment DD of the PJM Tariff.

Effective Date: 9/17/2010 - Docket #: ER10-2710-006

ARTICLE 11 -- BILLING AND PAYMENT

11.1 Periodic Billing.

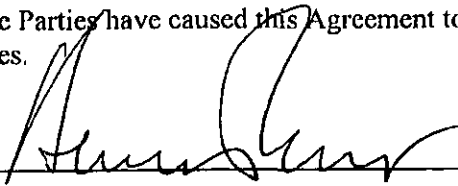
Each Party shall receive a statement periodically setting forth (i) any amounts due from or to that Party as a result of any charges imposed pursuant to this Agreement and (ii) that Party's share of any costs allocated to that Party pursuant to Article 10. To the extent practical, such statements are to be coordinated with any billings or statements required pursuant to the Operating Agreement or PJM Tariff.

Effective Date: 9/17/2010 - Docket #: ER10-2710-006

7. The Office of the Interconnection may audit, at the Capacity Market Seller's expense, any Energy Efficiency Resource committed to the PJM Region. The audit may be conducted any time including the Performance Hours of the Delivery Year.

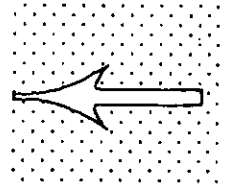
Effective Date: 2/1/2011 - Docket #: ER11-2288-000

IN WITNESS WHEREOF, the Parties have caused this Agreement to be executed by their duly authorized representatives.

By: 

Company Name: Holcim (US) Inc

Date: 7/14/2011



SIGN
HERE

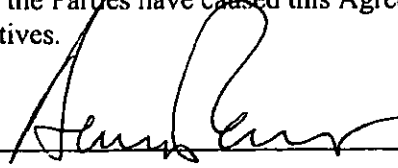
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FEB 18 2016

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IN WITNESS WHEREOF, the Parties have caused this Agreement to be executed by their duly authorized representatives.

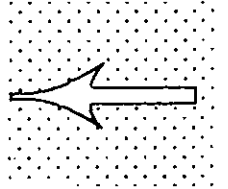
By: _____



Company Name: Holcim (US) Inc

Date: _____

2/14/2011



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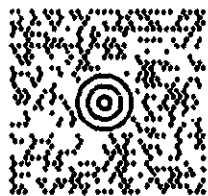
CONNIE COUSINO
(734) 529-4278
HOLCIM (US) INC
6211 N ANN ARBOR ROAD
DUNDEE MI 48131

3 LBS

1 OF 1

SHIP TO:

ATTN SECRETARY
PENNSYLVANIA PUBLIC UTILITIES
KEYSTONE BUILDING
400 NORTH STREET
HARRISBURG PA 17120



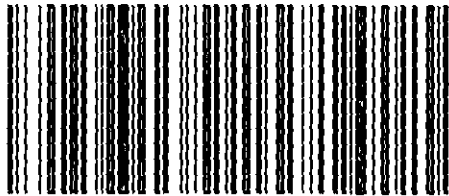
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