

**UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION**

In the matter of)	PUBLIC
)	
LAFARGE S.A.,)	
a corporation,)	
)	
BLUE CIRCLE INDUSTRIES PLC,)	Docket No. C-4014
a corporation,)	File No. 001-0112
)	
BLUE CIRCLE NORTH AMERICA INC.,)	
a corporation, and)	
)	
BLUE CIRCLE INC.,)	
a corporation.)	

**MOTION FOR CONFIDENTIAL TREATMENT
OF CERTAIN INFORMATION IN THE PETITION OF
LAFARGE S.A. TO REOPEN AND SET ASIDE ORDER**

Lafarge S.A. ("Lafarge" or "Respondent")¹) hereby requests that certain information in the *Petition of Lafarge S.A. to Reopen and Set Aside Order* (the "Petition")²) be afforded confidential treatment pursuant to Section 4.2(c) of the Federal Trade Commission's Rules of Practice, 16 C.F.R. § 4.2(c). Lafarge seeks confidential treatment for its non-public business information related to strategies for achieving efficiencies through potentially recombining lime and cement operations at the Calera Site and the expected dollar benefit of these efficiencies, as well as for non-public business information related to the historical sales of the Lime Plant.

¹ As of July 12, 2001, Respondents Blue Circle Industries plc, Blue Circle North America Inc., and Blue Circle Inc. (collectively, "Blue Circle") became wholly-owned subsidiaries of Lafarge and are therefore included in "Lafarge" and "Respondent."

As discussed below and in the affidavit of L. Philip McClendon, Esq., Senior Vice President – General Counsel and Secretary of Lafarge North America Inc., Exhibit B, disclosure of this sensitive and non-public information would cause Lafarge serious commercial injury if made part of the public record. Lafarge is requesting that this information be kept confidential for five years.

I. Standard for Confidential Treatment

A petition to reopen and set aside an order will be placed on the public record except to the extent that it contains material is confidential. 16 C.F.R. § 4.9(b)(5)(ix). Upon motion, the General Counsel may determine, with due regard for legal constraints and the public interest, to withhold certain material from the public record if it falls in a category of materials not required to be made public. 16 C.F.R. § 4.9(c)(3). Pursuant to the Freedom of Information Act, the Commission is not required to make confidential commercial and financial information public. 5 U.S.C. 552(b)(4). This exemption includes competitively sensitive information including various types of sales statistics and inventories, and trade secrets including processes of manufacture. 16 C.F.R. § 4.10(a)(2).

A motion for confidential treatment must be in the form prescribed by Section 3.45(b), which relates to *in camera* treatment of material. 16 C.F.R. § 4.2(c). Lafarge is entitled to confidential treatment if “the information concerned is sufficiently secret and sufficiently material to [its] business that disclosure would result in serious competitive injury.” *See*

² The Petition relates to the Decision and Order finalized on August 10, 2001 by the United States Federal Trade Commission (the “Commission”) in the above-captioned matter. All capitalized terms used but not defined in this motion have the meanings assigned to such terms in the Order.

Volkswagen of America, Inc., 103 F.T.C. 536, 538 (1984); quoting *General Foods Corp.*, 95 F.T.C. 352, 355 (1980).

II. Lafarge's Confidential Commercial and Financial Information

Lafarge seeks confidential treatment for its non-public business information related to potential strategies for achieving efficiencies through potentially recombining lime and cement operations at the Calera Site and the expected dollar benefit of these efficiencies. This information relates to Lafarge's confidential evaluation of the Calera Site and their previous experience in running the combined lime and cement operations. This business information is not known outside of Lafarge, and is only known by Lafarge employees who require this information or obtained this information through direct experience. Lafarge has invested tens of millions of dollars over the life of the Calera Site to gain experience in running the combined lime and cement operations. This information could not be duplicated at any expense as no one else has had experience running the combined lime and cement operations. Public disclosure of this information would seriously prejudice Lafarge in its commercial relationship and potential negotiations with Peak Investments, L.L.C. ("Peak"), the current operator of the Lime Plant.

Lafarge is also requesting confidential treatment for confidential business information related to the historical sales of the Lime Plant. This confidential information is not known outside of Lafarge and Peak, and is only known by those Lafarge and Peak employees who require this information.³ This information could be valuable to other industry participants, and as such, Lafarge has taken appropriate steps to guard this information. A

³ Peak received the financial information in connection with their purchase of the Lime Plant.

competitor could potentially gain a commercial advantage by using this information to predict the future production and pricing of lime from the Lime Plant.

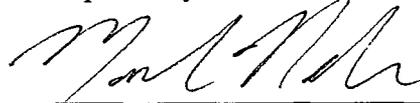
No public interest is served by the disclosure of the limited information for which Lafarge seeks confidential treatment and a sufficient record remains to permit public evaluation of the fairness of the Commission's work and to provide guidance to persons affected by its actions. Accordingly, this information meets the standards for confidential treatment.

III. Conclusion

For the foregoing reasons, Lafarge respectfully requests that the confidential information identified on the pages in Confidential Exhibit A receive confidential treatment for five years.

Dated: April 29, 2005

Respectfully submitted,



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Counsel for Lafarge S.A.

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CONFIDENTIAL EXHIBIT A

[REDACTED]

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EXHIBIT B

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**DECLARATION OF L. PHILIP MCCLENDON IN SUPPORT
OF MOTION FOR CONFIDENTIAL TREATMENT OF
CERTAIN INFORMATION IN THE PETITION OF PETITION
OF LAFARGE S.A. TO REOPEN AND SET ASIDE ORDER**

I, L. Philip McClendon, declare and state as follows:

1. I am Senior Vice President – General Counsel and Secretary of Lafarge North America Inc.
2. Lafarge North America Inc. is a majority-owned subsidiary of Lafarge S.A. (“Lafarge”).
3. I have actual authority to make the statement in this declaration on behalf of Lafarge.
4. I am submitting this Declaration in support of Lafarge’s Motion for Confidential Treatment of Certain Information in the Petition of Lafarge S.A. to Reopen and Set Aside Order.
5. This declaration is based on my personal knowledge and on information provided to me at my direction.
6. I have reviewed the Petition of Lafarge to Reopen and Set Aside Order for the purpose of determining whether public disclosure would result in injury to Lafarge.
7. The information for which Lafarge seeks confidential treatment is confidential commercial and financial information the public disclosure of which would injure

Lafarge as described more fully Lafarge's Motion for Confidential Treatment of Certain Information in the Petition of Lafarge S.A. to Reopen and Set Aside Order.

8. To my knowledge, the confidential business information related to methods of potentially achieving efficiency gains from combining the Cement and Lime operations has only been disclosed to those Lafarge employees who require this information.
9. The public disclosure of this confidential business information would seriously prejudice Lafarge in its potential negotiations with Peak Investments, L.L.C. to repurchase the Lime Plant.
10. To my knowledge, the confidential business information related to the historical sales of the Lime Plant have only been disclosed to those Lafarge employees who require this information and to Peak Investments, L.L.C., the purchaser of the Lime Plant.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on April 28, 2005


L Philip McClendon, Esq.