

United States Bankruptcy Court District of Delaware				VOLUNTARY PETITION	
Name of Debtor (if individual, enter Last, First, Middle): <b>U.S. Concrete, Inc.</b>			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): <b>Main Street Equity III; RMX Industries, Inc.</b>			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): <b>76-0586680</b>			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):		
Street Address of Debtor (No. and Street, City, and State): <b>2925 Briarpark, Suite 1050 Houston, TX</b>			Street Address of Joint Debtor (No. and Street, City, and State):		
ZIP CODE <b>77042</b>			ZIP CODE		
County of Residence or of the Principal Place of Business: <b>Harris County</b>			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address):			Mailing Address of Joint Debtor (if different from street address):		
ZIP CODE			ZIP CODE		
Location of Principal Assets of Business Debtor (if different from street address above):					
ZIP CODE					
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or house- hold purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter).  <b>Check all applicable boxes:</b> <input checked="" type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).		
<b>Statistical/Administrative Information</b>  <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors (on a consolidated basis)</b> <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input checked="" type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000					
<b>Estimated Assets (on a consolidated basis)</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					
<b>Estimated Liabilities (on a consolidated basis)</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					

<b>Voluntary Petition</b> (This page must be completed and filed in every case.)		Name of Debtor(s): <b>U.S. Concrete, Inc.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)</b>			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)</b>			
Name of Debtor: <b>See attached Schedule 1</b>	Case Number:	Date Filed:	
District: <b>District of Delaware</b>	Relationship:	Judge:	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b>  (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).  X _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No. (See Attached Schedule 2)			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

**Voluntary Petition**

(This page must be completed and filed in every case.)

Name of Debtor(s):  
**U.S. Concrete, Inc.****Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_  
Signature of DebtorX \_\_\_\_\_  
Signature of Joint Debtor\_\_\_\_\_  
Telephone Number (if not represented by attorney)\_\_\_\_\_  
Date**Signature of Attorney\***X \_\_\_\_\_  
Signature of Attorney for Debtor(s)

Laura Davis Jones

Printed Name of Attorney for Debtor(s)

Pachulski Stang Ziehl &amp; Jones LLP

Firm Name

919 North Market Street, 17th Floor  
Wilmington, Delaware 19899-8705

Address

(302) 652-4100

Telephone Number

4/29/10

Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_  
Signature of Authorized Individual

Robert D. Hardy

Printed Name of Authorized Individual

Executive Vice President and Chief Financial Officer

Title of Authorized Individual

4/29/10

Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.X \_\_\_\_\_  
(Signature of Foreign Representative)\_\_\_\_\_  
(Printed Name of Foreign Representative)\_\_\_\_\_  
Date**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

X \_\_\_\_\_

\_\_\_\_\_  
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
U.S. CONCRETE, INC.,	)	
	)	Case No. 10-[ ] ( )
Debtor.	)	

**Exhibit A to Voluntary Petition**

1. The Debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934. The SEC file number is 000-26025.
2. The following financial data is the latest available information and, unless otherwise indicated, is current as of December 31, 2009.

a. Total assets (on a consolidated basis)	\$	\$389,160,000	
b. Total debts (on a consolidated basis)	\$	\$399,351,000	
c. Debt securities held by more than 500 holders.		N/A	Approximate number of holders
d. Number of shares of preferred stock		None	None
e. Number of shares of common stock		37,434,111 <sup>1</sup>	638 <sup>2</sup>

Comments, if any: N/A

3. Brief description of the Debtor's business:

The Debtors are a major producer of ready-mixed concrete, precast concrete products and concrete-related products in select markets in the United States. The Debtors operate their business through their ready-mixed concrete and concrete-related products segment and their precast products concrete segment. The Debtors are a leading producer of ready-mixed concrete or precast concrete products in substantially all the markets in which they have operations. Ready-mixed and precast concrete products are important building materials that are used in a vast majority of commercial, residential and public works construction projects.

4. List the name of any person who directly or indirectly owns, controls or holds, with power to vote, 5% or more of the voting securities of debtor:

<sup>1</sup> This represents the number of shares of common stock as of March 15, 2010.

<sup>2</sup> This number represents the registered shareholders and not beneficial shareholders.

Title of Class of Shares	Name of Holder	Number of Shares	Percentage of Shares of Ownership
Common Stock	HBMA Holdings LLC	3,233,451	8.64%
Common Stock	Dimensional Fund Advisors Inc.	2,714,582	7.25%
Common Stock	Rutabaga Capital Management LLC	2,042,472	5.46%

### **Schedule 1**

#### **Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor**

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a petition in this court for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of U.S. Concrete, Inc.

1. U.S. Concrete, Inc.
2. Alberta Investments, Inc.
3. Alliance Haulers, Inc.
4. American Concrete Products, Inc.
5. Atlas Redi-Mix, LLC
6. Atlas-Tuck Concrete, Inc.
7. Beall Concrete Enterprises, LLC
8. Beall Industries, Inc.
9. Beall Investment Corporation, Inc.
10. Beall Management, Inc.
11. Breckenridge Ready Mix, Inc.
12. Central Concrete Supply Co., Inc.
13. Central Precast Concrete, Inc.
14. Concrete Acquisition III, LLC
15. Concrete Acquisition IV, LLC
16. Concrete Acquisition V, LLC
17. Concrete Acquisition VI, LLC
18. Concrete XXXIII Acquisition, Inc.
19. Concrete XXXIV Acquisition, Inc.
20. Concrete XXXV Acquisition, Inc.
21. Concrete XXXVI Acquisition, Inc.
22. Eastern Concrete Materials, Inc.
23. Hamburg Quarry Limited Liability Company
24. Ingram Concrete, LLC
25. Local Concrete Supply & Equipment, LLC
26. Master Mix Concrete, LLC
27. Master Mix, LLC
28. MG, LLC
29. NYC Concrete Materials, LLC
30. Pebble Lane Associates, LLC
31. Redi-Mix Concrete, L.P.
32. Redi-Mix GP, LLC
33. Redi-Mix, LLC
34. Riverside Materials, LLC
35. San Diego Precast Concrete, Inc.
36. Sierra Precast, Inc.
37. Smith Pre-Cast, Inc.
38. Superior Concrete Materials, Inc.

39. Titan Concrete Industries, Inc.
40. U.S. Concrete On-Site, Inc.
41. USC Atlantic, Inc.
42. USC Management Co., LLC
43. USC Payroll, Inc.
44. USC Technologies, Inc.

**Schedule 2**

**Exhibit "C" to Voluntary Petition**

**1. Identify and briefly describe all real or personal property owned by or in possession of the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary).**

The Debtor does not believe it owns or possesses property that poses a threat of imminent and identifiable harm to the public health or safety. The Debtor owns and/or possesses real properties consisting of facilities and the infrastructure required to provide for its continued business operations. Most, if not all, of these facilities use hazardous materials and have chemical storage areas. To the best of the Debtor's knowledge, none of the aforementioned properties poses (or is alleged to pose) a threat of imminent and identifiable harm to the public health or safety, but the Debtor mentions them here out of an abundance of caution.

**2. With respect to each parcel of real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary).**

None.



**RESOLUTION OF THE BOARD  
OF U.S. CONCRETE, INC.**

I, Curt M. Lindeman, the duly qualified and elected Vice President, General Counsel, and Corporate Secretary of U.S. Concrete, Inc., a Delaware Corporation (the "Corporation"), hereby certify that at a special meeting of the Board of Directors of the Corporation duly called and held today, April 28, 2010, the following resolutions ("Resolutions") were adopted in accordance with the by-laws of the Corporations and that said Resolutions have not been modified or rescinded and are still in full force and effect on the date hereof:

**WHEREAS**, the Board of Directors reviewed and considered the materials presented by the management and the financial and legal advisors of the Corporation regarding the liabilities and liquidity of the Corporation, the strategic alternatives available to it, valuation of the Corporation and its affiliates, and the impact of the foregoing on the Corporation's businesses; and

**WHEREAS**, the Board of Directors has had the opportunity to consult with the management and the financial and legal advisors to the Corporation and fully consider each of the strategic alternatives available to the Corporation;

**I. VOLUNTARY PETITION UNDER THE PROVISIONS OF CHAPTER 11 OF TITLE 11 OF THE UNITED STATES CODE.**

**NOW, THEREFORE, BE IT RESOLVED**, that in the judgment of the Board of Directors, it is desirable and in the best interests of the Corporation, its creditors, and other parties in interest, that the Corporation file or cause to be filed a voluntary petition for relief (such voluntary petition, and the voluntary petitions to be filed by certain of the Corporation's affiliates, collectively, the "Chapter 11 Cases") under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code");

**RESOLVED FURTHER**, that the officers of the Corporation (collectively, the "Authorized Officers"), acting alone or with one or more other Authorized Officers, with power of delegation, be, and they hereby are, authorized to execute and file on behalf of the Corporation all petitions, schedules, lists, and other motions, papers, or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Corporation's businesses;

## **II. RETENTION OF PROFESSIONALS.**

**RESOLVED FURTHER**, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Kirkland & Ellis LLP as general bankruptcy counsel to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Corporation's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Kirkland & Ellis LLP;

**RESOLVED FURTHER**, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Pachulski, Stang, Ziehl & Jones LLP as bankruptcy co-counsel and conflicts counsel to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Corporation's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Pachulski, Stang, Ziehl & Jones LLP;

**RESOLVED FURTHER**, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Lazard Frères & Co., LLC, as investment banker to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Corporation's rights and obligations; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Lazard Frères & Co., LLC;

**RESOLVED FURTHER**, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of AlixPartners, LLP, as restructuring advisors to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Corporation's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be

filed appropriate applications for authority to retain the services of AlixPartners, LLP;

**RESOLVED FURTHER**, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Deloitte Financial Advisory Services LLP as accounting advisors to represent and assist the Corporation in carrying out its duties under Bankruptcy Code, and to take any and all actions to advance the Corporation's rights and obligations; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Deloitte Financial Advisory Services LLP;

**RESOLVED FURTHER**, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Epiq Bankruptcy Solutions, LLC as notice, claims, and balloting agent to represent and assist the Corporation in carrying out its duties under Bankruptcy Code, and to take any and all actions to advance the Corporation's rights and obligations; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Epiq Bankruptcy Solutions, LLC;

**RESOLVED FURTHER**, that the Authorized Officers be, and they hereby are, authorized and directed to employ any other professionals to assist the Corporation in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary;

### **III. REVOLVING CREDIT TERM LOAN AND GUARANTEE AGREEMENT.**

**WHEREAS**, the Corporation, as the Borrower, which is a debtor and debtor-in-possession in a case pending under Chapter 11 of the Bankruptcy Code, each of the other direct and indirect Domestic Subsidiaries of the Corporation signatory thereto (such Subsidiaries, the "Guarantors" and, collectively with the Corporation, but excluding the Specified Non-Filers (as defined therein), the "Debtors" and each a "Debtor"), each of which Debtors is a debtor and debtor-in-possession in a case pending

under Chapter 11 of the Bankruptcy Code, JPMorgan Chase Bank, N.A., as Administrative Agent (the "Administrative Agent"), and each lender from time to time party thereto (collectively, the "Lenders" and each a "Lender"), are parties to that certain Revolving Credit, Term Loan and Guarantee Agreement, dated on or about the date hereof (the "Credit Agreement");

**RESOLVED**, that the form, terms and provisions of the Credit Agreement and each of the other Loan Documents (as defined below), and the Corporation's performance of its obligations under the Credit Agreement and each of the other Loan Documents (as defined below), including the borrowing thereunder, be, and hereby are, in all respects, authorized and approved; and further resolved, that each of the Corporation's chief executive officer, chief operating officer, chief financial officer, president, vice president, treasurer, assistant treasurer, secretary, assistant secretary and any other person so designated by the Board of Directors or chief executive officer or the president of the Corporation, acting alone or with one or more Authorized Officers be, and hereby is, authorized and empowered to execute and deliver, and to cause the Corporation to perform its obligations under, the Credit Agreement and each of the instruments and documents listed below and all other agreements, documents and instruments contemplated by any of the foregoing or requested by the Administrative Agent in connection with any of the foregoing (together with the Credit Agreement, the "Loan Documents"), and each of the documents and instruments contemplated thereby, in the name and on behalf of the Corporation under its seal or otherwise, substantially in the forms presented to the Board of Directors, with such changes therein and modifications and amendments thereto as any Authorized Officer may in his or her sole discretion approve, which approval shall be conclusively evidenced by his or her execution thereof:

- (a) the Promissory Notes, if any;
- (b) the Hedging Contract(s);
- (c) the Cash Management Document(s);
- (d) the Pledge and Security Agreement;
- (e) the Deposit Account Control Agreements;
- (f) the Securities Account Control Agreements;
- (g) the Mortgages;

(h) the Orders;

(i) such other security agreements, pledge agreements, deeds of trust, mortgages, notices, financing statements, tax affidavits, and other instruments as the Administrative Agent may reasonably request or as may be necessary or appropriate to create, preserve and perfect the Liens purported to be required pursuant to the Loan Documents to be created in the Collateral as collateral security for the payment of obligations, advances, debts or liabilities related to the Corporation's obligations;

(j) such agreements with third parties (including, without limitation, bank agency agreements, motor vehicle perfection agreements, lockbox agreements, blocked account agreements, control agreements, landlord agreements and warehouse letters) relating to the Collateral;

(k) the Loan Documents (as defined in the Credit Agreement); and

(l) such other documents, agreements, instruments, certificates, notices, assignments and documents as may be reasonably requested by the Administrative Agent or required by the Credit Agreement or any other Loan Documents;

**FURTHER RESOLVED**, that the Corporation will receive value and obtain benefits from the incurrence of the Loans and the other obligations under the Credit Agreement and the Loan Documents which are necessary and convenient to the conduct, promotion and attainment of the business of the Corporation;

**FURTHER RESOLVED**, that each of the Authorized Officers be, and hereby is, authorized and empowered, in the name and on behalf of the Corporation, to grant a security interest in all of the Corporation's assets pursuant to the terms of the Loan Documents, including, without limitation, a pledge of all of the equity interests owned by the Corporation to the Administrative Agent and the Administrative Agent is authorized to file or record financing statements and other filing or recording documents or instruments with respect to the Collateral without the signature of the Corporation in such form and in such offices as the Administrative Agent or any Authorized Officer determines appropriate or necessary to perfect the perfection of the security interests of the Administrative Agent under the Credit Agreement and the other Loan Documents. Without limiting the generality of the foregoing, the Administrative Agent is expressly authorized to use a collateral description that encompasses "all assets" or "all

personal property" of the Corporation, wheresoever located, whether now owned and existing or hereafter acquired, together with all proceeds thereof or any similar all assets description in any such financing statements or other filing or recording documents or instruments;

**FURTHER RESOLVED**, that each of the Authorized Officers be, and hereby is, authorized and empowered, in the name and on behalf of the Corporation, to take all such further actions including, without limitation, to pay all fees and expenses in accordance with the terms of the Loan Documents, to arrange for and enter into supplemental agreements, amendments, instruments, certificates or documents relating to the transactions contemplated by the Credit Agreement or any of the other Loan Documents and to execute and deliver all such supplemental agreements, amendments, instruments, certificates or documents in the name and on behalf of the Corporation, which shall in their sole judgment be necessary, proper or advisable in order to perform the Corporation's obligations under or in connection with the Credit Agreement or any of the other Loan Documents and the transactions contemplated therein, and which necessity and advisability shall be conclusively evidenced by such Authorized Officer's execution thereof, to carry out fully the intent of the foregoing resolutions;

**FURTHER RESOLVED**, that each of the Authorized Officers be, and hereby is, authorized and empowered to execute and deliver any amendments, amendment and restatements, supplements, modifications, renewals, extensions, replacements, consolidations, substitutions and extensions of the Credit Agreement and any of the Loan Documents which shall in their sole judgment be necessary, proper or advisable;

**FURTHER RESOLVED**, that all acts and actions taken by the Authorized Officers prior to the date hereof with respect to the transactions contemplated by the Credit Agreement and any of the other Loan Documents be, and hereby are, in all respects confirmed, approved and ratified;

**FURTHER RESOLVED**, that the capitalized terms used in the resolutions under the caption "REVOLVING CREDIT, TERM LOAN AND GUARANTEE AGREEMENT" and not otherwise defined herein shall have the meanings ascribed to such terms in the Credit Agreement.

#### **IV. FURTHER ACTIONS AND PRIOR ACTIONS.**

**RESOLVED FURTHER**, that the Authorized Officers be, and they hereby are, authorized and empowered, with power of

delegation, in the name of and on behalf of the Corporation, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such instruments as each, in his/her discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions; and

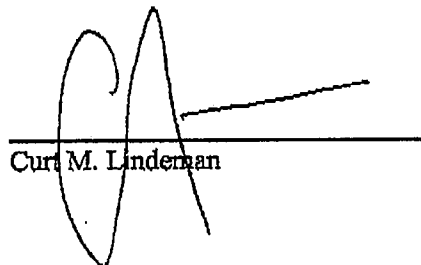
**RESOLVED FURTHER**, that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Corporation, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified.

The actions taken by this consent shall have the same force and effect as if taken at a special meeting of the Board of Directors duly called and constituted.

\* \* \* \* \*

IN WITNESS WHEREOF, the undersigned as Vice President, General Counsel, and Corporate Secretary of U.S. Concrete, Inc. has executed this consent as of the latest date written below.

Dated: April 29 2010

  
Curt M. Lindeman



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
U.S. CONCRETE, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 10-[ ] ( )
	)	
Debtors.	)	(Joint Administration Requested)
	)	

**CONSOLIDATED LIST OF CREDITORS HOLDING THE  
30 LARGEST UNSECURED CLAIMS**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code. The following is the consolidated list of the Debtors’ creditors holding the 30 largest unsecured claims (the “Creditor List”) based on the Debtors’ books and records as of approximately April 28, 2010. The Creditor List is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in these chapter 11 cases. The Creditor List does not include (1) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101(31) or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims on a consolidated basis. None of these creditors are minor children. The information contained herein shall neither constitute an admission of liability by, nor is it binding on, the Debtors. The information herein, including the failure of U.S. Concrete, Inc. to list any claim as contingent, unliquidated, or disputed, does not constitute a waiver of the Debtors’ right to contest the validity, priority, or amount of any claim.

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<sup>1</sup> The debtors in these chapter 11 cases, along with the last four digits of each debtor’s federal tax identification number, if any, include: U.S. Concrete, Inc. (6680); Alberta Investments, Inc. (1497); Alliance Haulers, Inc. (3236); American Concrete Products, Inc. (3187); Atlas Redi-Mix, LLC (3123); Atlas-Tuck Concrete, Inc. (1542); Beall Concrete Enterprises, LLC (3536); Beall Industries, Inc. (2872); Beall Investment Corporation, Inc. (9865); Beall Management, Inc. (9839); Breckenridge Ready Mix, Inc. (2482); Central Concrete Supply Co., Inc. (1859); Central Precast Concrete, Inc. (9358); Concrete Acquisition III, LLC (5638); Concrete Acquisition IV, LLC (5720); Concrete Acquisition V, LLC (5777); Concrete Acquisition VI, LLC (5840); Concrete XXXIII Acquisition, Inc. (6120); Concrete XXXIV Acquisition, Inc. (6167); Concrete XXXV Acquisition, Inc. (6206); Concrete XXXVI Acquisition, Inc. (6240); Eastern Concrete Materials, Inc. (1165); Hamburg Quarry Limited Liability Company (3592); Ingram Concrete, LLC (6753); Local Concrete Supply & Equipment, LLC (6597); Master Mix Concrete, LLC (0135); Master Mix, LLC (8532); MG, LLC (9279); NYC Concrete Materials, LLC (0666); Pebble Lane Associates, LLC (6520); Redi-Mix Concrete, L.P. (4765); Redi-Mix GP, LLC (N/A); Redi-Mix, LLC (6751); Riverside Materials, LLC (3588); San Diego Precast Concrete, Inc. (6282); Sierra Precast, Inc. (4227); Smith Pre-Cast, Inc. (0673); Superior Concrete Materials, Inc. (6503); Titan Concrete Industries, Inc. (6374); U.S. Concrete On-Site, Inc. (0662); USC Atlantic, Inc. (6002); USC Management Co., LLC (6749); USC Payroll, Inc. (0665); and USC Technologies, Inc. (6055). The location of the debtors’ corporate headquarters and the debtors’ service address is: 2925 Briarpark, Suite 1050, Houston, Texas 77042.

	NAME OF CREDITOR, COMPLETE MAILING ADDRESS AND EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIMS	NATURE OF CLAIM (bond debt, trade debt, bank loan, government contracts, etc.)	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	AMOUNT OF CLAIM (if secured, also state value of security)
1.	Wells Fargo Bank, National Association as Indenture Trustee 505 Main Street Fort Worth, TX 76102 Tel: (817) 885-8650 Fax: (817) 885-8650 Attn: Legal Department	Bonds		\$285,007,702.45
2.	Lehigh Southwest Cement Co. 24001 Stevens Creek Blvd. Cupertino, CA 95014 Tel: (800) 821-9119 Fax: (469) 417-1394 Attn: Legal Department	Trade		\$2,664,131.65
3.	Hanson 4501 Tidewater Ave. Oakland, CA 94601 Tel: (800) 686-6250 Fax: (469) 417-1394 Attn: Legal Department	Trade		\$2,348,973.68
4.	Cemex 5180 Golden Foothill Pkwy., Suite 200 El Dorado Hills, CA 95762 Tel: (916) 941-2800 Fax: (916) 939-8418 Attn: Terri Cummings	Trade		\$1,745,700.80
5.	Buzzi Unicem USA - Cement 501 Hercules Drive Stockertin, PA 18083 Tel: (866) 397-7827 Fax: (866) 398-7827 Attn: Legal Department	Trade		\$1,140,627.15
6.	Lafarge North America 12950 Worldgate Dr., Suite 500 Herndon, VA 20170 Tel: (888) 748-7282 Fax: (248) 355-2616 Attn: Legal Department	Trade		\$991,413.49

	NAME OF CREDITOR, COMPLETE MAILING ADDRESS AND EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIMS	NATURE OF CLAIM (bond debt, trade debt, bank loan, government contracts, etc.)	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	AMOUNT OF CLAIM (if secured, also state value of security)
7.	Martin Marietta Materials 1825 Lakeway Drive Lewisville, TX 75057 Tel: (972) 350-8200 Fax: (972) 350-8201 Attn: Legal Department	Trade		\$653,676.07
8.	Holcim Inc. 122 West Carpenter Fwy., Suite 485 Irving, TX 75039 Tel: (214) 524-2805 Fax: (214) 596-0767 Attn: Legal Department	Trade		\$622,862.29
9.	Vulcan Materials Co. 1200 Urban Center Drive Birmingham, AL 35242 Tel: (323) 258-2777 Fax: (205) 298-2944 Attn: Legal Department	Trade		\$598,455.27
10.	Tilcon New York Inc. 1 Quarry Road Pompton Lakes, NJ 07442 Tel: (800) 789-7625 Fax: (973) 659-3867 Attn: Legal Department	Trade		\$580,599.84
11.	Lester R. Summers, Inc. 40 Garden Spot Road, Suite 101 Ephrata, PA 17522 Tel: (800) 346-8620 Fax: (717) 733-3065 Attn: Legal Department	Trade		\$257,890.50
12.	J.L. Erectors, Inc. 835 Camden Avenue Blackwood, NJ 08012 Tel: (856) 232-9400 Fax: (856) 232-0031 Attn: Legal Department	Trade		\$249,200.00

	NAME OF CREDITOR, COMPLETE MAILING ADDRESS AND EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIMS	NATURE OF CLAIM (bond, debt, trade debt, bank loan, government contracts, etc.)	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	AMOUNT OF CLAIM (if secured, also state value of security)
13.	Jonasz Precast, Inc. 829 Delsea Drive Westville, NJ 08093 Tel: (856) 456-7788 Fax: (856) 456-8039 Attn: Legal Department	Trade		\$245,538.40
14.	R E Janes Gravel 153 E Riverside Dr. Austin, TX 78704 Tel: (512) 442-7871 Fax: (512) 442-2787 Attn: Legal Department	Trade		\$196,534.74
15.	Texas Lime Co. 15865 FM 1434 Cleburne, TX 76033 Tel: (800) 772-8000 Fax: (817) 556-0905 Attn: Legal Department	Trade		\$190,858.00
16.	California Portland Cement Co. 230 Port Rd., Suite #3 Stockton, CA 95203 Tel: (626) 691-1940 Fax: (626) 691-2274 Attn: Legal Department	Trade		\$156,912.35
17.	Command Alkon Inc. 1800 International Park Drive, Suite 400 Birmingham, AL 35243 Tel: (800) 624-1872 Fax: (205) 263-5772 Attn: Legal Department	Trade		\$131,457.05
18.	Chryso 1611 State Highway 276 Rockwall, TX 75032 Tel: (812) 256-4220 Fax: (812) 256-4235 Attn: Legal Department	Trade		\$111,428.98

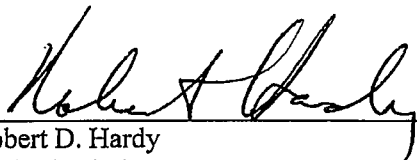
	NAME OF CREDITOR, COMPLETE MAILING ADDRESS AND EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIMS	NATURE OF CLAIM (bond debt, trade debt, bank loan, government contracts, etc.)	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	AMOUNT OF CLAIM (if secured, also state value of security)
19.	West Coast Aggregates 11700 Highway 92 Half Moon Bay Half Moon Bay, CA 94019 Tel: (209) 835-5020 Fax: (209) 835-3267 Attn: Legal Department	Trade		\$109,871.70
20.	Phoenix Pinelands Corp. 15 Roszel Road, Suite 103 Princeton, NJ 08540 Tel: (609) 734-4999 Fax: (609) 734-4994 Attn: Legal Department	Trade		\$108,004.12
21.	Say-Core 132 Block Road Portage, PA 15946 Tel: (814) 736-8018 Fax: (814) 736-8485 Attn: Legal Department	Trade		\$97,775.00
22.	5700 Maspeth Avenue LLC 54-01 43rd Street, 2nd Floor Maspeth, NY 11378 Tel: (718) 456-8636 Fax: (718) 381-0363 Attn: Legal Department	Lease		\$85,500.00
23.	Roanoke Sand & Gravel Corp. 104 Rocky Point Rd. Middle Island, NY 11953 Tel: (631) 924-4100 Fax: (631) 924-4705 Attn: Legal Department	Trade		\$84,644.22
24.	D & L Foundry & Supply, Inc. 800 West 150 North Lindon, UT 84042 Tel: (801) 785-5015 Fax: (801) 785-0835 Attn: Legal Department	Trade		\$84,433.36

	NAME OF CREDITOR, COMPLETE MAILING ADDRESS AND EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIMS	NATURE OF CLAIM (bond debt, trade debt, bank loan, government contracts, etc.)	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	AMOUNT OF CLAIM (if secured, also state value of security)
25.	Maccabee Industrial, Inc. 113 Water St. Belle Vernon, PA 15012 Tel: (724) 930-7557 Fax: (724) 930-7555 Attn: Legal Department	Trade		\$75,000.00
26.	Waste Management 107 Silva St. Ewing, NJ 08628 Tel: (800) 745-5616 Fax: (609) 882-8715 Attn: Legal Department	Trade		\$68,698.51
27.	Gemini Ready Mix c/o CT Price Contracting I 20622 N. 63rd Dr. Glendale, AZ 85308 Tel: (623) 561-6562 Fax: (623) 572-8878 Attn: Legal Department	Trade		\$63,028.35
28.	640 Columbia LLC c/o Cammebys Management Co. LLC 45 Broadway, Suite 2500 New York, NY 10006 Tel: (212) 509-9797 Fax: (212) 509-5229 Attn: Legal Department	Lease		\$62,500.00
29.	A.L. Patterson, Inc. 300 Ben Fairless Drive Fairless Hills, PA 19030 Tel: (800) 332-7090 Fax: (215) 736-2652 Attn: Legal Department	Trade		\$60,451.33
30.	Pape Machinery Inc. 1425 Northeast Columbia Blvd. Portland, OR 97211 Tel: (503) 289-1103 Fax: (503) 283-4549 Attn: Account No. 4437	Trade		\$59,533.98

**DECLARATION UNDER PENALTY OF PERJURY**

I declare under the penalty of perjury that I have read the foregoing consolidated list of creditors holding the 30 largest unsecured claims and that it is true and correct to the best of my information and belief.

Dated: April 29, 2010

  
\_\_\_\_\_  
Robert D. Hardy  
Authorized Signatory

In re: \_\_\_\_\_ )  
 U.S. CONCRETE, INC., ) Chapter 11  
 Debtor. ) Case No. 10-[ ] ( )

Equity Holder	Address of Equity Holder	Percentage of Equity Held <sup>1</sup>
HBMA Holdings LLC	300 East John Carpenter Freeway Suite 1645 Irving, Texas 75062	8.64%
Dimensional Fund Advisors Inc.	Palisades West 6300 Bee Cave Road Building One Austin, Texas 78746	7.25%
Rutabaga Capital Management LLC	64 Broad Street Third Floor Boston, Massachusetts 02109	5.46%
Blackrock Institutional Trust Company, N.A.	400 Howard Street San Francisco, California 94105	3.45%
Thomas J Albanese	c/o U.S. Concrete, Inc. 2925 Briarpark Suite 1050 Houston, Texas 77042	3.30%
Vanguard Group Inc.	455 Devon Park Drive Wayne, Pennsylvania 19087-1815	2.46%

<sup>1</sup> Listed are the equity security holders of U.S. Concrete, Inc. that hold more than 1% of equity.



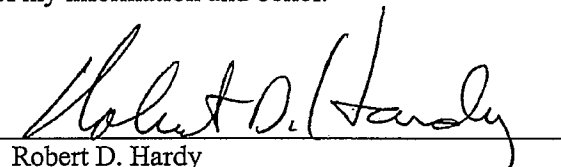
Equity Holder	Address of Equity Holder	Percentage of Equity Held
William T Albanese	c/o U.S. Concrete, Inc. 2925 Briarpark Suite 1050 Houston, Texas 77042	2.40%
Blackrock Fund Advisors	400 Howard Street San Francisco, California 94105	1.90%
State Street Corp.	400 Howard Street San Francisco, California 94105	1.77%
Voyageur Asset Management	c/o RBC Global Asset Management (U.S.) Inc. 100 South Fifth Street Suite 2300 Minneapolis, Minnesota 55402-1240	1.58%
Eugene P Martineau	c/o Polaris Minerals Corp. 1055 West Georgia Street Suite 2740, P.O. Box 11175 Vancouver, British Columbia V6E 3R5 Canada	1.55%
Blackrock Fund Advisors	400 Howard Street San Francisco, California 94105	1.30%
Vincent D Foster	1300 Post Oak Boulevard Suite 800 Houston, Texas 77056	1.25%
Michael D Mitschele	c/o U.S. Concrete, Inc. 2925 Briarpark Suite 1050 Houston, Texas 77042	1.17%
Northern Trust Corp.	50 South LaSalle Street Chicago, Illinois 60603	1.13%
Whippoorwill Associates	11 Martine Avenue 8th Floor White Plains, New York 10606	1.10%

Equity Holder	Address of Equity Holder	Percentage of Equity Held <sup>1</sup>
Michael W Harlan	c/o U.S. Concrete, Inc. 2925 Briarpark Suite 1050 Houston, Texas 77042	1.09%

**DECLARATION UNDER PENALTY OF PERJURY**

I declare under the penalty of perjury that I have read the foregoing list of equity security holders and that it is true and correct to the best of my information and belief.

Dated: April 29, 2010

  
 Robert D. Hardy  
 Executive Vice President and Chief Financial  
 Officer