

Outrigger, LLC
Form S-4/A
July 11, 2017

As filed with the Securities and Exchange Commission on July 11, 2017

Registration No. 333-218450

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 1 to
FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

U.S. CONCRETE, INC.
and the Guarantors listed on Schedule A hereto
(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of

3272
(Primary Standard Industrial

76-0586680
(I.R.S. Employer

| Incorporation or Organization) | Classification Code Number) | Identification Number) |
|---------------------------------------|------------------------------------|-------------------------------|
| | 331 North Main Street | |
| | Eules, Texas 76039 | |
| | (817) 835-4105 | |

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Paul M. Jolas, Esq.

U.S. Concrete, Inc.

331 North Main Street

Eules, Texas 76039

(817) 835-4105

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

With a Copy to:

Kerry E. Berchem, Esq.

Garrett A. DeVries, Esq.

Akin Gump Strauss Hauer & Feld LLP

One Bryant Park

New York, NY 10036

(212) 872-1095

Approximate date of commencement of proposed sale to the public:

As soon as practicable on or after the effective date of this Registration Statement.

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If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issue Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

Each registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until this registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

SCHEDULE A

| Name | State or Other Jurisdiction of Incorporation or Organization | Standard Industrial Classification Code Number | I.R.S. Employer Identification Number |
|------------------------------------------|---------------------------------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| 160 East 22 nd Terminal LLC | New Jersey | 3272 | 46-3407203 |
| Aggregate & Concrete Testing, LLC | New York | 3272 | 45-3460833 |
| Alberta Investments, Inc. | Texas | 3272 | 75-1941497 |
| Alliance Haulers, Inc. | Texas | 3272 | 75-2683236 |
| American Concrete Products, Inc. | California | 3272 | 94-2623187 |
| Atlas Redi-Mix, LLC | Texas | 3272 | 27-0243123 |
| Atlas-Tuck Concrete, Inc. | Oklahoma | 3272 | 73-0741542 |
| Beall Concrete Enterprises, LLC | Texas | 3272 | 76-0643536 |
| Beall Industries, Inc. | Texas | 3272 | 75-2052872 |
| Beall Investment Corporation, Inc. | Delaware | 3272 | 51-0399865 |
| Beall Management, Inc. | Texas | 3272 | 75-2879839 |
| Bode Concrete LLC | California | 3272 | 05-0612900 |
| Bode Gravel Co. | California | 3272 | 94-0330590 |
| Breckenridge Ready Mix, Inc. | Texas | 3272 | 75-1172482 |
| Central Concrete Supply Co., Inc. | California | 3272 | 94-1181859 |
| Central Precast Concrete, Inc. | California | 3272 | 94-1459358 |
| Colonial Concrete, Co. | New Jersey | 3272 | 22-2106400 |
| Concrete XXXIV Acquisition, Inc. | Delaware | 3272 | 20-4166167 |
| Concrete XXXV Acquisition, Inc. | Delaware | 3272 | 20-4166206 |
| Concrete XXXVI Acquisition, Inc. | Delaware | 3272 | 20-4166240 |
| Custom-Crete, LLC | Texas | 3272 | 47-4140597 |
| Custom-Crete Redi-Mix, LLC | Texas | 3272 | 47-2239639 |
| Eastern Concrete Materials, Inc. | New Jersey | 3272 | 22-1521165 |
| Ferrara Bros., LLC | Delaware | 3272 | 47-3566258 |
| Ferrara West LLC | New Jersey | 3272 | 46-3459706 |
| Hamburg Quarry Limited Liability Company | New Jersey | 3272 | 27-0373592 |
| Ingram Concrete, LLC | Texas | 3272 | 83-0486753 |
| Kurtz Gravel Company | Michigan | 3272 | 38-1565952 |
| Local Concrete Supply & Equipment, LLC | Delaware | 3272 | 26-3456597 |
| Master Mix, LLC | Delaware | 3272 | 26-1668532 |
| Master Mix Concrete, LLC | New Jersey | 3272 | 26-3800135 |
| MG, LLC | Maryland | 3272 | 26-2169279 |
| New York Sand & Stone, LLC | New York | 3272 | 11-3392272 |
| NYC Concrete Materials, LLC | Delaware | 3272 | 76-0630666 |
| Outrigger, LLC | Delaware | 3272 | 47-5211820 |
| Pebble Lane Associates, LLC | Delaware | 3272 | 26-3456520 |
| Premco Organization, Inc. | New Jersey | 3272 | 46-3584069 |
| Redi-Mix Concrete, L.P. | Texas | 3272 | 20-0474765 |
| Redi-Mix GP, LLC | Texas | 3272 | none |
| Redi-Mix, LLC | Texas | 3272 | 83-0486751 |
| Right Away Redy Mix Incorporated | California | 3272 | 94-2294520 |
| Rock Transport, Inc. | California | 3272 | 94-2716696 |

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| | | | |
|-----------------------------------|----------------------|------|------------|
| San Diego Precast Concrete, Inc. | Delaware | 3272 | 76-0616282 |
| Sierra Precast, Inc. | California | 3272 | 94-2274227 |
| Smith Pre-Cast, Inc. | Delaware | 3272 | 76-0630673 |
| Superior Concrete Materials, Inc. | District of Columbia | 3272 | 52-1046503 |
| Titan Concrete Industries, Inc. | Delaware | 3272 | 76-0616374 |
| USC Atlantic, Inc. | Delaware | 3272 | 20-4166002 |
| USC-Jenna, LLC | Delaware | 3272 | 81-3433610 |

| Name | State or Other Jurisdiction of Incorporation or Organization | Standard Industrial Classification Code Number | I.R.S. Employer Identification Number |
|------------------------------------|---------------------------------------------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| USC-Kings, LLC | Delaware | 3272 | 81-3447483 |
| USC Management Co., LLC | Delaware | 3272 | 27-1015638 |
| USC-NYCON, LLC | Delaware | 3272 | 26-2863588 |
| USC Payroll, Inc. | Delaware | 3272 | 76-0630665 |
| USC Technologies, Inc. | Delaware | 3272 | 20-4166055 |
| U.S. Concrete On-Site, Inc. | Delaware | 3272 | 76-0630662 |
| U.S. Concrete Texas Holdings, Inc. | Delaware | 3272 | 20-4166120 |
| Valente Equipment Leasing Corp. | New York | 3272 | 11-2714905 |
| Yardarm, LLC | Delaware | 3272 | 47-5215365 |

The address of each of the additional registrants is c/o U.S. Concrete, Inc., 331 North Main Street, Euless, Texas 76039.

EXPLANATORY NOTE

U.S. Concrete, Inc. is filing this Amendment No. 1 (this Amendment) to its Registration Statement on Form S-4 (Registration No. 333-218450) (the Registration Statement) as an exhibit-only filing to file Exhibit 23.1 with the Registration Statement. Accordingly, this Amendment consists only of the facing page, this explanatory note, Item 21 of Part II of the Registration Statement, the signature pages to the Registration Statement and the filed exhibit. The prospectus forming a part of the Registration Statement and the balance of Part II of the Registration Statement are unchanged and have been omitted.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 21. Exhibits and Financial Statement Schedules.

(a) Exhibits

The Exhibits filed herewith or incorporated herein by reference are set forth in the attached Exhibit Index, which is incorporated by reference herein.

(b) Financial Statement Schedules

All schedules are omitted because the required information is (i) not applicable, (ii) not present in amounts sufficient to require submission of the schedule or (iii) included in our financial statements and the accompanying notes included in the prospectus to this Registration Statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Eules, State of Texas, on the 11th day of July, 2017.

U.S. CONCRETE, INC.

By /s/ William J. Sandbrook
Name: William J. Sandbrook
President and Chief Executive
Title: Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|--------------------------|---------------------------------------------------------------|
| /s/ William J. Sandbrook | President, Chief Executive Officer and Director |
| William J. Sandbrook | (Principal Executive Officer and Principal Financial Officer) |
| * | Director and Chairman of the Board |
| Eugene I. Davis | |
| * | Vice President and Chief Accounting Officer |
| Kevin R. Kohutek | (Principal Accounting Officer) |
| * | Director |
| Kurt M. Cellar | |
| * | Director |
| Michael D. Lundin | |
| * | Director |
| Robert M. Rayner | |
| * | Director |
| Theodore P. Rossi | |

*

Director

Colin M. Sutherland

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

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Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

160 EAST 22ND TERMINAL LLC

By *
Name: Ronnie Pruitt
Title: President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|------------------|----------------------------------------------|
| * | President |
| Ronnie Pruitt | (Principal Executive Officer) |
| * | Treasurer |
| Kathy Kantor | (Principal Financial and Accounting Officer) |

Ferrara Bros., LLC

By: *
Name: Kevin Kohutek
Title: Vice President
Manager

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

ALBERTA INVESTMENTS, INC.

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|----------------------|----------------------------------------------|
| * | President and Director |
| Ronnie Pruitt | (Principal Executive Officer) |
| * | Treasurer |
| Victoria Clyde | (Principal Financial and Accounting Officer) |
| * | Vice President and Director |
| William J. Sandbrook | |
| * | Director |
| Mark B. Peabody | |

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

ALLIANCE HAULERS, INC.

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|---------------------------|-----------------------------------------------------------|
| * Ronnie Pruitt | President and Director (Principal Executive Officer) |
| * Victoria Clyde | Treasurer (Principal Financial and Accounting Officer) |
| * Mark B. Peabody | Director |
| * William J. Sandbrook | Vice President and Director |

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

**AMERICAN CONCRETE PRODUCTS,
INC.**

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|----------------------|----------------------------------------------|
| * | President and Director |
| William J. Sandbrook | (Principal Executive Officer) |
| * | Treasurer, Vice President and Director |
| Ronnie Pruitt | (Principal Financial and Accounting Officer) |
| * | Director |
| Mark B. Peabody | |

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

ATLAS REDI-MIX, LLC

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|------------------|----------------------------------------------|
| * | President |
| Ronnie Pruitt | (Principal Executive Officer) |
| * | Vice President and Treasurer |
| Victoria Clyde | (Principal Financial and Accounting Officer) |

Alberta Investments, Inc.

By: /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Member

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

ATLAS-TUCK CONCRETE, INC.

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|----------------------|----------------------------------------------|
| * | President and Director |
| Ronnie Pruitt | (Principal Executive Officer) |
| * | Treasurer |
| Luis A. Collazo | (Principal Financial and Accounting Officer) |
| * | Director |
| Mark B. Peabody | |
| * | Vice President and Director |
| William J. Sandbrook | |

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

**BEALL CONCRETE ENTERPRISES,
LLC**

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|------------------|----------------------------------------------|
| * | President |
| Ronnie Pruitt | (Principal Executive Officer) |
| * | Vice President and Treasurer |
| Victoria Clyde | (Principal Financial and Accounting Officer) |

Beall Investment Corporation, Inc.

By: /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Member

Beall Management, Inc.

By: /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Member

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

BEALL INDUSTRIES, INC.

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|----------------------|----------------------------------------------|
| * | President and Director |
| Ronnie Pruitt | (Principal Executive Officer) |
| * | Treasurer |
| Victoria Clyde | (Principal Financial and Accounting Officer) |
| * | Director |
| Mark B. Peabody | |
| * | Vice President and Director |
| William J. Sandbrook | |

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

**BEALL INVESTMENT CORPORATION,
INC.**

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|----------------------|----------------------------------------------|
| * | President and Director |
| Ronnie Pruitt | (Principal Executive Officer) |
| * | Treasurer |
| Victoria Clyde | (Principal Financial and Accounting Officer) |
| * | Director |
| Mark B. Peabody | |
| * | Vice President and Director |
| William J. Sandbrook | |

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

BEALL MANAGEMENT, INC.

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|----------------------|----------------------------------------------|
| * | President and Director |
| Ronnie Pruitt | (Principal Executive Officer) |
| * | Treasurer |
| Victoria Clyde | (Principal Financial and Accounting Officer) |
| * | Director |
| Mark B. Peabody | |
| * | Vice President and Director |
| William J. Sandbrook | |

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

BODE CONCRETE LLC

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

Signature

Title

*

President

William J. Sandbrook

(Principal Executive Officer)

*

Treasurer

Laurie Cerrito

(Principal Financial and Accounting Officer)

Central Concrete Supply Co., Inc.

By: /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Member

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

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Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

BODE GRAVEL CO.

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|----------------------|----------------------------------------------|
| * | President and Director |
| William J. Sandbrook | (Principal Executive Officer) |
| * | Treasurer |
| Laurie Cerrito | (Principal Financial and Accounting Officer) |
| * | Vice President and Director |
| Ronnie Pruitt | |
| * | Director |
| Mark B. Peabody | |

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

BRECKENRIDGE READY MIX, INC.

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017, by the following persons in the capacities indicated.

| Signature | Title |
|----------------------|----------------------------------------------|
| * | President |
| Jeffrey W. Roberts | (Principal Executive Officer) |
| * | Treasurer |
| Luis A. Collazo | (Principal Financial and Accounting Officer) |
| * | Vice President and Director |
| Ronnie Pruitt | |
| * | Director |
| Mark B. Peabody | |
| * | Vice President and Director |
| William J. Sandbrook | |

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

**CENTRAL CONCRETE SUPPLY CO.,
INC.**

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|----------------------|----------------------------------------------|
| * | President and Director |
| William J. Sandbrook | (Principal Executive Officer) |
| * | Treasurer |
| Laurie Cerrito | (Principal Financial and Accounting Officer) |
| * | Vice President and Director |
| Ronnie Pruitt | |
| * | Director |
| Mark B. Peabody | |

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

CENTRAL PRECAST CONCRETE, INC.

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|----------------------|----------------------------------------------|
| * | President and Director |
| William J. Sandbrook | (Principal Executive Officer) |
| * | Vice President, Treasurer and Director |
| Ronnie Pruitt | (Principal Financial and Accounting Officer) |
| * | Director |
| Mark B. Peabody | |

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

COLONIAL CONCRETE, CO.

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|------------------|----------------------------------------------|
| * | President |
| Ronnie Pruitt | (Principal Executive Officer) |
| * | Treasurer |
| Kathy Kantor | (Principal Financial and Accounting Officer) |
| * | Director |
| Kevin R. Kohutek | |

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

CONCRETE XXXIV ACQUISITION, INC.

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|----------------------|----------------------------------------------|
| * | President and Director |
| William J. Sandbrook | (Principal Executive Officer) |
| * | Treasurer |
| Ronnie Pruitt | (Principal Financial and Accounting Officer) |

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

CONCRETE XXXV ACQUISITION, INC.

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|----------------------|----------------------------------------------|
| * | President and Director |
| William J. Sandbrook | (Principal Executive Officer) |
| * | Treasurer |
| Ronnie Pruitt | (Principal Financial and Accounting Officer) |

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

CONCRETE XXXVI ACQUISITION, INC.

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|----------------------|----------------------------------------------|
| * | President and Director |
| William J. Sandbrook | (Principal Executive Officer) |
| * | Treasurer |
| Ronnie Pruitt | (Principal Financial and Accounting Officer) |

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

CUSTOM-CRETE, LLC

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|------------------|----------------------------------------------|
| * | President |
| Niel Poulsen | (Principal Executive Officer) |
| * | Vice President and Treasurer |
| Victoria Clyde | (Principal Financial and Accounting Officer) |

Redi-Mix, LLC

By: /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Member

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

CUSTOM-CRETE REDI-MIX, LLC

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

Signature

Title

*

President

Ronnie Pruitt

(Principal Executive Officer)

*

Vice President and Treasurer

Victoria Clyde

(Principal Financial and Accounting Officer)

*

Vice President

William J. Sandbrook

Alberta Investments, Inc.

By: /s/ Paul M. Jolas

Name: Paul M. Jolas

Member

Title: Vice President and Secretary

*By /s/ Paul M. Jolas

Name: Paul M. Jolas

Title: *Attorney-in-Fact*

S-23

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

**EASTERN CONCRETE MATERIALS,
INC.**

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|------------------|----------------------------------------------|
| * | President |
| Ronnie Pruitt | (Principal Executive Officer) |
| * | Director |
| Kevin R. Kohutek | |
| * | Treasurer |
| Kathy Kantor | (Principal Financial and Accounting Officer) |

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

**HAMBURG QUARRY LIMITED
LIABILITY COMPANY**

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|----------------------|----------------------------------------------|
| * | President |
| Kevin R. Kohutek | (Principal Executive Officer) |
| * | Vice President and Treasurer |
| William J. Sandbrook | (Principal Financial and Accounting Officer) |

Eastern Concrete Materials, Inc.

By: /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Member

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

INGRAM CONCRETE, LLC

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

Signature

Title

*

President

William J. Sandbrook

(Principal Executive Officer)

*

Treasurer

Luis A. Collazo

(Principal Financial and Accounting Officer)

U.S. Concrete Texas Holdings, Inc.

By: /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Member

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

S-28

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

KURTZ GRAVEL COMPANY

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|----------------------|----------------------------------------------|
| * | President |
| William J. Sandbrook | (Principal Executive Officer) |
| * | Vice President, Treasurer and Director |
| Ronnie Pruitt | (Principal Financial and Accounting Officer) |

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

**LOCAL CONCRETE SUPPLY &
EQUIPMENT, LLC**

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|------------------|----------------------------------------------|
| * | President |
| Ronnie Pruitt | (Principal Executive Officer) |
| * | Vice President and Treasurer |
| Kathy Kantor | (Principal Financial and Accounting Officer) |

NYC Concrete Materials, LLC

By: /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Member

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

MASTER MIX CONCRETE, LLC

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|------------------|----------------------------------------------|
| * | President |
| Ronnie Pruitt | (Principal Executive Officer) |
| * | Vice President and Treasurer |
| Kathy Kantor | (Principal Financial and Accounting Officer) |

NYC Concrete Materials, LLC

By: /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Member

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

MASTER MIX, LLC

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|------------------|----------------------------------------------|
| * | President |
| Ronnie Pruitt | (Principal Executive Officer) |
| * | Vice President and Treasurer |
| Kathy Kantor | (Principal Financial and Accounting Officer) |

NYC Concrete Materials, LLC

By: /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Member

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

MG, LLC

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|-------------------|----------------------------------------------|
| * | President and Manager |
| Todd E. Martineau | (Principal Executive Officer) |
| * | Treasurer |
| Kathy Kantor | (Principal Financial and Accounting Officer) |

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

NEW YORK SAND & STONE, LLC

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|------------------|----------------------------------------------|
| * | President |
| Ronnie Pruitt | (Principal Executive Officer) |
| * | Vice President and Treasurer |
| Kathy Kantor | (Principal Financial and Accounting Officer) |

NYC Concrete Materials, LLC

By: /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Member

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Eules, State of Texas, on the 11th day of July, 2017.

NYC CONCRETE MATERIALS, LLC

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

Signature

Title

*

President

William J. Sandbrook

(Principal Executive Officer)

*

Vice President and Treasurer

Kathy Kantor

(Principal Financial and Accounting Officer)

USC Atlantic, Inc.

By: /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Member

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

S-35

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

OUTRIGGER, LLC

By _____ *

Name: William J. Sandbrook
Title: President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

Signature

Title

*

President

William J. Sandbrook

(Principal Executive Officer)

*

Treasurer

David Behring

(Principal Financial and Accounting Officer)

U.S. Concrete, Inc.

By: /s/ Paul M. Jolas

Name: Paul M. Jolas

Member and Manager

Title: Senior Vice President, General Counsel and
Secretary

*By /s/ Paul M. Jolas

Name: Paul M. Jolas

Title: *Attorney-in-Fact*

S-36

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

PEBBLE LANE ASSOCIATES, LLC

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

Signature

Title

*

President

William J. Sandbrook

(Principal Executive Officer)

*

Vice President and Treasurer

Kathy Kantor

(Principal Financial and Accounting Officer)

NYC Concrete Materials, LLC

By: /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Member

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

S-37

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

PREMCO ORGANIZATION, INC.

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|------------------|----------------------------------------------|
| * | President |
| Ronnie Pruitt | (Principal Executive Officer) |
| * | Vice President and Treasurer |
| Kathy Kantor | (Principal Financial and Accounting Officer) |
| * | Director |
| Kevin R. Kohutek | |

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

REDI-MIX CONCRETE, L.P.

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|------------------|----------------------------------------------|
| * | President |
| Ronnie Pruitt | (Principal Executive Officer) |
| * | Vice President and Treasurer |
| Victoria Clyde | (Principal Financial and Accounting Officer) |

Redi-Mix GP, LLC

By: /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

General Partner

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

REDI-MIX GP, LLC

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|----------------------|----------------------------------------------|
| * | President and Director |
| Ronnie Pruitt | (Principal Executive Officer) |
| * | Vice President and Treasurer |
| Victoria Clyde | (Principal Financial and Accounting Officer) |
| * | Director |
| Mark B. Peabody | |
| * | Vice President and Director |
| William J. Sandbrook | |

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

REDI-MIX, LLC

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|------------------|----------------------------------------------|
| * | President |
| Ronnie Pruitt | (Principal Executive Officer) |
| * | Vice President and Treasurer |
| Victoria Clyde | (Principal Financial and Accounting Officer) |

U.S. Concrete Texas Holdings, Inc.

By: /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Member

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

**RIGHT AWAY REDY MIX
INCORPORATED**

By *
Name: Ronnie Pruitt
Title: President and Director

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|----------------------|----------------------------------------------|
| * | President and Director |
| Ronnie Pruitt | (Principal Executive Officer) |
| * | Treasurer |
| Michael Gabriella | (Principal Financial and Accounting Officer) |
| * | Director |
| William J. Sandbrook | |
| * | Director |
| Mark B. Peabody | |

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

ROCK TRANSPORT, INC.

By *
Name: Ronnie Pruitt
Title: President and Director

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|----------------------|----------------------------------------------|
| * | President and Director |
| Ronnie Pruitt | (Principal Executive Officer) |
| * | Treasurer |
| Michael Gabriella | (Principal Financial and Accounting Officer) |
| * | Director |
| William J. Sandbrook | |
| * | Director |
| Mark B. Peabody | |

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

SAN DIEGO PRECAST CONCRETE, INC.

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|----------------------|----------------------------------------------|
| * | President and Director |
| William J. Sandbrook | (Principal Executive Officer) |
| * | Vice President, Treasurer and Director |
| Ronnie Pruitt | (Principal Financial and Accounting Officer) |
| * | Director |
| Mark B. Peabody | |

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

SIERRA PRECAST, INC.

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|----------------------|----------------------------------------------|
| * | President and Director |
| William J. Sandbrook | (Principal Executive Officer) |
| * | Vice President, Treasurer and Director |
| Ronnie Pruitt | (Principal Financial and Accounting Officer) |
| * | Director |
| Mark B. Peabody | |

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

SMITH PRE-CAST, INC.

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|----------------------|----------------------------------------------|
| * | President and Director |
| William J. Sandbrook | (Principal Executive Officer) |
| * | Vice President, Treasurer and Director |
| Ronnie Pruitt | (Principal Financial and Accounting Officer) |
| * | Director |
| Mark B. Peabody | |

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

**SUPERIOR CONCRETE MATERIALS,
INC.**

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|----------------------|----------------------------------------------|
| * | President and General Manager |
| Todd E. Martineau | (Principal Executive Officer) |
| * | Treasurer |
| Kathy Kantor | (Principal Financial and Accounting Officer) |
| * | Vice President and Director |
| William J. Sandbrook | |

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

TITAN CONCRETE INDUSTRIES, INC.

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|----------------------|----------------------------------------------|
| * | President |
| William J. Sandbrook | (Principal Executive Officer) |
| * | Vice President and Director |
| Ronnie Pruitt | |
| * | Treasurer |
| Victoria Clyde | (Principal Financial and Accounting Officer) |

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Eules, State of Texas, on the 11th day of July, 2017.

USC ATLANTIC, INC.

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|------------------|----------------------------------------------|
| * | President |
| Ronnie Pruitt | (Principal Executive Officer) |
| * | Treasurer |
| Kathy Kantor | (Principal Financial and Accounting Officer) |
| * | Director |
| Kevin R. Kohutek | |

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

USC-JENNA, LLC

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|--------------------|----------------------------------------------|
| * | President |
| Ronnie Pruitt | (Principal Executive Officer) |
| * | Treasurer |
| Kathy Kantor | (Principal Financial and Accounting Officer) |
| * | Vice President |
| Patricia Kotlowski | |

USC Atlantic, Inc.

By: /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Managing Member

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Eules, State of Texas, on the 11th day of July, 2017.

USC-KINGS, LLC

By _____ *
Name: William J. Sandbrook
Title: President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|---------------------------|-----------------------------------------------------------|
| * William J. Sandbrook | President (Principal Executive Officer) |
| * Patricia Kotlowski | Treasurer (Principal Financial and Accounting Officer) |
| * Kathy Kantor | Vice President |

USC Atlantic, Inc.

By: /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Managing Member

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

USC-NYCON, LLC

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|------------------|----------------------------------------------|
| * | President |
| Mark B. Peabody | (Principal Executive Officer) |
| * | Vice President and Treasurer |
| Kathy Kantor | (Principal Financial and Accounting Officer) |

Eastern Concrete Materials, Inc.

By: /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Member

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

USC PAYROLL, INC.

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|----------------------|----------------------------------------------|
| * | President, Treasurer and Director |
| Ronnie Pruitt | (Principal Executive Officer) |
| | (Principal Financial and Accounting Officer) |
| * | Vice President and Director |
| William J. Sandbrook | |

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

USC TECHNOLOGIES, INC.

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|----------------------|----------------------------------------------|
| * | President |
| Wallace H. Johnson | (Principal Executive Officer) |
| * | Treasurer |
| Ronnie Pruitt | (Principal Financial and Accounting Officer) |
| * | Vice President and Director |
| William J. Sandbrook | |

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

U.S. CONCRETE ON-SITE, INC.

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|----------------------|----------------------------------------------|
| * | President and Director |
| Ronnie Pruitt | (Principal Executive Officer) |
| * | Treasurer |
| Victoria Clyde | (Principal Financial and Accounting Officer) |
| * | Director |
| Mark B. Peabody | |
| * | Director |
| William J. Sandbrook | |

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

**U.S. CONCRETE TEXAS HOLDINGS,
INC.**

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|----------------------|----------------------------------------------|
| * | President and Director |
| William J. Sandbrook | (Principal Executive Officer) |
| * | Treasurer |
| Ronnie Pruitt | (Principal Financial and Accounting Officer) |

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Euless, State of Texas, on the 11th day of July, 2017.

**VALENTE EQUIPMENT LEASING
CORP.**

By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on July 11, 2017 by the following persons in the capacities indicated.

| Signature | Title |
|--------------------|----------------------------------------------|
| * | President and Director |
| Ronnie Pruitt | (Principal Executive Officer) |
| * | Treasurer |
| Patricia Kotlowski | (Principal Financial and Accounting Officer) |

*By /s/ Paul M. Jolas
Name: Paul M. Jolas
Title: *Attorney-in-Fact*

EXHIBIT INDEX

| Exhibit Number | Description |
|-----------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2.1 | Share Purchase Agreement, dated as of April 1, 2015, by and among USCF&B AcquisitionCo LLC, Ferrara Bros. Building Materials Corp., Ferrara Family Holdings, Inc. and Joseph J. Ferrara, in his capacity as Seller s Representative. (incorporated by reference to Exhibit 2.1 to the Company s Current Report on Form 8-K filed on April 2, 2015 (File No. 001-34530)). |
| 3.1 | Amended and Restated Certificate of Incorporation of U.S. Concrete, Inc. (incorporated by reference to Exhibit 1 to the Company s Registration Statement on Form 8-A filed on August 31, 2010 (File No. 000-26025)). |
| 3.2 | Third Amended and Restated By-Laws of U.S. Concrete, Inc. (incorporated by reference to Exhibit 2 to the Company s Registration Statement on Form 8-A filed on August 31, 2010 (File No. 000-26025)). |
| 3.3 | Amendment No. 1 to Third Amended and Restated Bylaws of U.S. Concrete, Inc. (incorporated by reference to Exhibit 3.1 to the Company s Current Report on Form 8-K filed on November 20, 2015 (File No. 001-34530)). |
| 4.1 | Form of common stock certificate (incorporated by reference to Exhibit 3 to the Company s Registration Statement on Form 8-A filed August 31, 2010 (File No. 000-26025)). |
| 4.2 | Class A Warrant Agreement, dated as of August 31, 2010, by and among U.S. Concrete, Inc., subsidiaries named therein, and U.S. Bank National Association, as noteholder collateral agent (incorporated by reference to Exhibit 4 to the Company s Registration Statement on Form 8-A filed on August 31, 2010 (File No. 000-26025)). |
| 4.3 | Class B Warrant Agreement, dated as of August 31, 2010, by and among U.S. Concrete, Inc., subsidiaries named therein, and U.S. Bank National Association, as noteholder collateral agent (incorporated by reference to Exhibit 5 to the Company s Registration Statement on Form 8-A filed on August 31, 2010 (File No. 000-26025)). |
| 4.4 | Indenture, dated as of June 7, 2016, by and among U.S. Concrete, Inc., the subsidiary guarantors party thereto, and U.S. Bank National Association, as trustee and noteholder collateral agent (incorporated by reference to Exhibit 4.1 to the Company s Current Report on Form 8-K dated June 7, 2016 (File No. 001-34530)). |
| 4.5 | Supplemental Indenture No. 1, dated as of October 12, 2016, by and among U.S. Concrete, Inc., the subsidiary guarantors party thereto, and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.2 to the Company s Current Report on Form 8-K dated January 9, 2017 (File No. 001-34530)). |
| 4.6 | Supplemental Indenture No. 2, dated as of January 9, 2017, by and among U.S. Concrete, Inc., the subsidiary guarantors party thereto, and U.S. Bank National Association, as trustee and noteholder collateral agent (incorporated by reference to Exhibit 4.6 to the Company s Annual Report on Form 10-K for the year ended December 31, 2016 (File No. 001-34530)). |
| 4.7 | Registration Rights Agreement, dated as of January 9, 2017, by and among U.S. Concrete, Inc., the guarantors party thereto, and J.P. Morgan Securities LLC (incorporated by reference to Exhibit 4.4 to the Company s Current Report on Form 8-K dated January 9, 2017 (File No. 001-34530)). |

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- 5.1* Opinion of Akin, Gump, Strauss, Hauer & Feld, L.L.P.
- 5.2* Opinion of McKennon Shelton & Henn LLP
- 5.3* Opinion of Honigman Miller Schwartz and Cohn LLP
- 5.4* Opinion of Connell Foley LLP

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| Exhibit Number | Description |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 5.5* | Opinion of Conner & Winters, LLP |
| 10.1+ | U.S. Concrete, Inc. Non-Qualified Stock Option Award Agreement (incorporated by reference to Exhibit 10.5 to the Company's Current Report on Form 8-K filed on September 2, 2010 (File No. 000-26025)). |
| 10.2+ | U.S. Concrete, Inc. Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.6 to the Company's Current Report on Form 8-K filed on September 2, 2010 (File No. 000-26025)). |
| 10.3+ | Form of Indemnification Agreement (incorporated by reference to Exhibit 10.7 to the Company's Current Report on Form 8-K filed on September 2, 2010 (File No. 000-26025)). |
| 10.4+ | Executive Severance Agreement, effective as of August 22, 2011 between U.S. Concrete, Inc. and William J. Sandbrook (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on August 22, 2011 (File No. 001-34530)). |
| 10.5+ | Indemnification Agreement, effective as of August 22, 2011 between U.S. Concrete, Inc. and William J. Sandbrook (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on August 22, 2011 (File No. 001-34530)). |
| 10.6+ | Executive Severance Agreement dated January 23, 2013 by and between U.S. Concrete, Inc. and Niel L. Poulsen (incorporated by reference to Exhibit 10.37 to the Company's Annual Report on Form 10-K dated March 8, 2013 (File No. 001-34530)). |
| 10.7+ | Form of Restricted Stock Award Agreement (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on March 6, 2013 (File No. 0001-34530)). |
| 10.8+ | U.S. Concrete, Inc. Deferred Compensation Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated April 17, 2013 (File No. 001-34530)). |
| 10.9+ | U.S. Concrete, Inc. Deferred Compensation Plan Adoption Agreement (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K dated April 17, 2013 (File No. 001-34530)). |
| 10.10+ | U.S. Concrete, Inc. Long Term Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated May 15, 2013 (File No. 001-34530)). |
| 10.11+ | Form of Restricted Stock Agreement (Employee Form) (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated July 1, 2013 (File No. 001-34530)). |
| 10.12+ | U.S. Concrete, Inc. Management Equity Incentive Plan effective January 1, 2013 (incorporated by reference to Exhibit 10.23 to the Company's Annual Report on Form 10-K dated March 7, 2014 (File No. 001-34530)). |
| 10.13+ | Executive Severance Agreement dated August 1, 2013 by and between U.S. Concrete, Inc. and Paul M. Jolas (incorporated by reference to Exhibit 10.24 to the Company's Annual Report on Form 10-K dated March 7, 2014 (File No. 001-34530)). |
| 10.14 | Subscription Agreement, dated as of April 1, 2015, by and among U.S. Concrete, Inc. and the beneficial owners of Ferrara Family Holdings, Inc. named therein (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on April 2, 2015 (File No. 001-34530)). |
| 10.15 | Amended and Restated Limited Liability Company Agreement of Ferrara Bros., LLC, effective as of April 9, 2015 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q dated August 6, 2015 (File No. 001-34530)). |

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10.16+ Ferrara Bros., LLC Class B Incentive Interests Award Agreement, effective as of April 11, 2015, between Ferrara Bros., LLC and 2G FB LLC (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q dated August 6, 2015 (File No. 001-34530)).

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| Exhibit Number | Description |
|----------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 10.17+ | Offer Letter to Ronnie Pruitt, dated October 6, 2015 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated October 23, 2015 (File No. 001-34530)). |
| 10.18+ | Executive Severance Agreement, by and between U.S. Concrete, Inc. and Ronnie Pruitt, dated October 26, 2015 (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K dated October 23, 2015 (File No. 001-34530)). |
| 10.19+ | Indemnification Agreement, by and between U.S. Concrete, Inc. and Ronnie Pruitt, dated October 26, 2015 (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K dated October 23, 2015 (File No. 001-34530)). |
| 10.20 | Second Amended and Restated Loan and Security Agreement, dated as of November 18, 2015, by and among U.S. Concrete, Inc., certain of its subsidiaries parties thereto, certain lender parties thereto, and Bank of America, N.A., as agent for the lenders (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated November 18, 2015 (File No. 001-34530)). |
| 10.21+ | Offer Letter to Joseph Tusa, dated January 8, 2016 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated January 14, 2016 (File No. 001-34530)). |
| 10.22+ | Executive Severance Agreement, by and between U.S. Concrete, Inc. and Joseph C. Tusa, Jr., dated February 1, 2016 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated February 1, 2016 (File No. 001-34530)). |
| 10.23+ | Indemnification Agreement, dated February 1, 2016, by and between U.S. Concrete, Inc. and Joseph C. Tusa, Jr. (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K dated February 1, 2016 (File No. 001-34530)). |
| 10.24+ | U.S. Concrete, Inc. and Subsidiaries 2016 Annual Incentive Plan (incorporated by reference to Exhibit 10.28 to the Company's Annual Report on Form 10-K dated March 4, 2016 (File No. 001-34530)). |
| 10.25+ | U.S. Concrete, Inc. and Subsidiaries 2017 Cash Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated May 19, 2017 (File No. 001-34530)). |
| 10.26+ | Separation and Transition Agreement, dated as of March 23, 2017, by and between U.S. Concrete, Inc. and Joseph C. Tusa, Jr. (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated March 24, 2017 (File No. 001-34530)). |
| 10.27+ | Consulting Agreement, dated as of July 1, 2017, by and between U.S. Concrete, Inc. and Joseph C. Tusa, Jr. (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated July 6, 2017 (File No. 001-34530)). |
| 12.1 | Ratio of Earnings to Fixed Charges (incorporated by reference to Exhibit 12.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2016 (File No. 001-34530) and to Exhibit 12.1 to the Company's Quarterly Report on Form 10-Q dated May 4, 2017 (File No. 001-34530)). |
| 21.1 | Subsidiaries of the Registrant (incorporated by reference to Exhibit 21 to the Company's Annual Report on Form 10-K for the year ended December 31, 2016 (File No. 001-34530)). |
| 23.1** | Consent of Grant Thornton LLP |
| 23.2* | Consent of Akin, Gump, Strauss, Hauer & Feld, L.L.P. (included on Exhibit 5.1). |
| 23.3* | Consent of McKennon Shelton & Henn LLP (included on Exhibit 5.2). |

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- 23.4* Consent of Honigman Miller Schwartz and Cohn LLP (included on Exhibit 5.3).
- 23.5* Consent of Connell Foley LLP (included on Exhibit 5.4).
- 23.6* Consent of Conner & Winters, LLP (included on Exhibit 5.5).
- 24.1* Power of Attorney (included on each signature page of this Registration Statement).
- 25.1* Form T-1, Statement of Eligibility of U.S. Bank National Association under the Trust Indenture Act of 1939.

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**Exhibit
Number**

Description

99.1* Form of Letter of Transmittal.

* Previously Filed.

** Filed herewith.

+ Management contract, compensatory plan or arrangement.

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