

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

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

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number) [0001073429](#)
Name of Issuer [US CONCRETE INC](#)
Jurisdiction of Incorporation/Organization [DELAWARE](#)
Year of Incorporation/Organization
 Over Five Years Ago
 Within Last Five Years (Specify Year)
 Yet to Be Formed

Previous Names None
[RMX INDUSTRIES INC](#)
[Main Street Equity III, Inc.](#)

Entity Type
 Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer [US CONCRETE INC](#)
Street Address 1 [2925 BRIARPARK](#)
City [HOUSTON](#) State/Province/Country [TEXAS](#) Street Address 2 [SUITE 1050](#)
ZIP/PostalCode [77042](#) Phone Number of Issuer [713-499-6200](#)

1. Issuer's Identity

CIK (Filer ID Number) [0001381624](#)
Name of Issuer [Alberta Investments Inc.](#)
Jurisdiction of Incorporation/Organization [TEXAS](#)
Year of Incorporation/Organization
 Over Five Years Ago
 Within Last Five Years (Specify Year)
 Yet to Be Formed

Previous Names None

Entity Type
 Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer [Alberta Investments Inc.](#)
Street Address 1 [331 N. MAIN STREET](#)
City [EULESS](#) State/Province/Country [TEXAS](#) Street Address 2
ZIP/PostalCode [76039](#) Phone Number of Issuer [713-499-6200](#)

1. Issuer's Identity

CIK (Filer ID Number) Previous Names None Entity Type

[0001381578](#)

Alliance Concrete, Inc.

Name of Issuer

[Alliance Haulers Inc.](#)

Jurisdiction of Incorporation/Organization

TEXAS

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year)

Yet to Be Formed

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

[Alliance Haulers Inc.](#)

Street Address 1

331 N. MAIN STREET

Street Address 2

City

EULESS

State/Province/Country

TEXAS

ZIP/PostalCode

76039

Phone Number of Issuer

713-499-6200

1. Issuer's Identity

CIK (Filer ID Number)

[0001475363](#)

Previous Names

None

Entity Type

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

Name of Issuer

[Atlas Redi-Mix, LLC](#)

Jurisdiction of Incorporation/Organization

TEXAS

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year) 2009

Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

[Atlas Redi-Mix, LLC](#)

Street Address 1

2925 BRIARPARK, SUITE 1050

Street Address 2

City

HOUSTON

State/Province/Country

TEXAS

ZIP/PostalCode

77042

Phone Number of Issuer

713-499-6200

1. Issuer's Identity

CIK (Filer ID Number)

[0001289956](#)

Previous Names

None

Entity Type

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

Name of Issuer

[Atlas-Tuck Concrete, Inc.](#)

Jurisdiction of Incorporation/Organization

OKLAHOMA

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year)

Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

[Atlas-Tuck Concrete, Inc.](#)

Street Address 1
2112 W. BOIS D'ARC
City DUNCAN State/Province/Country OKLAHOMA ZIP/PostalCode 73533 Phone Number of Issuer 713-499-6200

1. Issuer's Identity

CIK (Filer ID Number) [0001500759](#)
Name of Issuer [Beall Concrete Enterprises, LLC](#)
Jurisdiction of Incorporation/Organization TEXAS
Year of Incorporation/Organization
 Over Five Years Ago
 Within Last Five Years (Specify Year) 2007
 Yet to Be Formed

Previous Names None
[Beall Subsidiary, LLC](#)

Entity Type
 Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer
[Beall Concrete Enterprises, LLC](#)
Street Address 1 331 N. MAIN STREET Street Address 2
City EULESS State/Province/Country TEXAS ZIP/PostalCode 76039 Phone Number of Issuer 817-835-4100

1. Issuer's Identity

CIK (Filer ID Number) [0001381586](#)
Name of Issuer [USC Payroll Inc.](#)
Jurisdiction of Incorporation/Organization DELAWARE
Year of Incorporation/Organization
 Over Five Years Ago
 Within Last Five Years (Specify Year)
 Yet to Be Formed

Previous Names None
[Concrete XXIX Acquisition, Inc.](#)

Entity Type
 Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer
[USC Payroll Inc.](#)
Street Address 1 2925 BRIARPARK, SUITE 1050 Street Address 2
City HOUSTON State/Province/Country TEXAS ZIP/PostalCode 77042 Phone Number of Issuer 713 499 6200

1. Issuer's Identity

CIK (Filer ID Number) Previous Names None Entity Type

[0001289953](#)

Name of Issuer

[Central Concrete Supply Co., Inc.](#)

Jurisdiction of Incorporation/Organization

[CALIFORNIA](#)

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year)

Yet to Be Formed

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

[Central Concrete Supply Co., Inc.](#)

Street Address 1

[755 STOCKTON AVENUE](#)

Street Address 2

City

[SAN JOSE](#)

State/Province/Country

[CALIFORNIA](#)

ZIP/PostalCode

[95126](#)

Phone Number of Issuer

[713-499-6200](#)

1. Issuer's Identity

CIK (Filer ID Number)

[0001475370](#)

Previous Names

None

Entity Type

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

Name of Issuer

[Concrete Acquisition III, LLC](#)

Jurisdiction of Incorporation/Organization

[DELAWARE](#)

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year) [2009](#)

Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

[Concrete Acquisition III, LLC](#)

Street Address 1

[2925 BRIARPARK, SUITE 1050](#)

Street Address 2

City

[HOUSTON](#)

State/Province/Country

[TEXAS](#)

ZIP/PostalCode

[77042](#)

Phone Number of Issuer

[713-499-6200](#)

1. Issuer's Identity

CIK (Filer ID Number)

[0001475371](#)

Previous Names

None

Entity Type

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

Name of Issuer

[Concrete Acquisition IV, LLC](#)

Jurisdiction of Incorporation/Organization

[DELAWARE](#)

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year) [2009](#)

Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

[Concrete Acquisition IV, LLC](#)

Street Address 1
2925 BRIARPARK, SUITE 1050
City HOUSTON State/Province/Country TEXAS ZIP/PostalCode 77042 Phone Number of Issuer 713-499-6200

1. Issuer's Identity

CIK (Filer ID Number) [0001475372](#)
Name of Issuer Concrete Acquisition V, LLC
Jurisdiction of Incorporation/Organization DELAWARE
Year of Incorporation/Organization
 Over Five Years Ago
 Within Last Five Years (Specify Year) 2009
 Yet to Be Formed

Previous Names None

Entity Type
 Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer Concrete Acquisition V, LLC
Street Address 1 2925 BRIARPARK, SUITE 1050
City HOUSTON State/Province/Country TEXAS ZIP/PostalCode 77042 Phone Number of Issuer 713-499-6200

1. Issuer's Identity

CIK (Filer ID Number) [0001475387](#)
Name of Issuer Concrete Acquisition VI, LLC
Jurisdiction of Incorporation/Organization DELAWARE
Year of Incorporation/Organization
 Over Five Years Ago
 Within Last Five Years (Specify Year) 2009
 Yet to Be Formed

Previous Names None

Entity Type
 Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer Concrete Acquisition VI, LLC
Street Address 1 2925 BRIARPARK, SUITE 1050
City HOUSTON State/Province/Country TEXAS ZIP/PostalCode 77042 Phone Number of Issuer 713-499-6200

1. Issuer's Identity

CIK (Filer ID Number) Previous Names None Entity Type

[0001381583](#)

Name of Issuer

[Concrete XXXIII Acquisition, Inc.](#)

Jurisdiction of Incorporation/Organization

[DELAWARE](#)

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year) [2005](#)

Yet to Be Formed

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

[Concrete XXXIII Acquisition, Inc.](#)

Street Address 1

[2925 BRIARPARK, SUITE 1050](#)

Street Address 2

City

[HOUSTON](#)

State/Province/Country

[TEXAS](#)

ZIP/PostalCode

[77042](#)

Phone Number of Issuer

[713 499 6200](#)

1. Issuer's Identity

CIK (Filer ID Number)

[0001381582](#)

Previous Names

None

Entity Type

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

Name of Issuer

[Concrete XXXIV Acquisition, Inc.](#)

Jurisdiction of Incorporation/Organization

[DELAWARE](#)

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year) [2005](#)

Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

[Concrete XXXIV Acquisition, Inc.](#)

Street Address 1

[2925 BRIARPARK, SUITE 1050](#)

Street Address 2

City

[HOUSTON](#)

State/Province/Country

[TEXAS](#)

ZIP/PostalCode

[77042](#)

Phone Number of Issuer

[713 499 6200](#)

1. Issuer's Identity

CIK (Filer ID Number)

[0001381581](#)

Previous Names

None

Entity Type

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

Name of Issuer

[Concrete XXXV Acquisition, Inc.](#)

Jurisdiction of Incorporation/Organization

[DELAWARE](#)

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year) [2005](#)

Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

[Concrete XXXV Acquisition, Inc.](#)

Street Address 1
2925 BRIARPARK, SUITE 1050
City HOUSTON State/Province/Country TEXAS ZIP/PostalCode 77042 Phone Number of Issuer 713 499 6200

1. Issuer's Identity

CIK (Filer ID Number) [0001381580](#)
Name of Issuer [Concrete XXXVI Acquisition, Inc.](#)
Jurisdiction of Incorporation/Organization DELAWARE
Year of Incorporation/Organization
 Over Five Years Ago
 Within Last Five Years (Specify Year) 2005
 Yet to Be Formed

Previous Names None

Entity Type
 Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer
[Concrete XXXVI Acquisition, Inc.](#)
Street Address 1
2925 BRIARPARK, SUITE 1050
City HOUSTON State/Province/Country TEXAS ZIP/PostalCode 77042 Phone Number of Issuer 713 499 6200

1. Issuer's Identity

CIK (Filer ID Number) [0001289988](#)
Name of Issuer [Eastern Concrete Materials, Inc.](#)
Jurisdiction of Incorporation/Organization NEW JERSEY
Year of Incorporation/Organization
 Over Five Years Ago
 Within Last Five Years (Specify Year)
 Yet to Be Formed

Previous Names
[Robert J. Baer, Inc.](#)
[Baer Concrete, Incorporated](#)
 None

Entity Type
 Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer
[Eastern Concrete Materials, Inc.](#)
Street Address 1
475 MARKET STREET, THIRD FLOOR
City ELMWOOD PARK State/Province/Country NEW JERSEY ZIP/PostalCode 07407 Phone Number of Issuer 713-499-6200

1. Issuer's Identity

CIK (Filer ID Number) Previous Names None Entity Type

[0001500762](#)

Redi-Mix Subsidiary, LLC

Name of Issuer

[Redi-Mix, LLC](#)

Jurisdiction of Incorporation/Organization

[TEXAS](#)

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year) [2007](#)

Yet to Be Formed

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

[Redi-Mix, LLC](#)

Street Address 1

[331 N. MAIN STREET](#)

Street Address 2

City

[EULESS](#)

State/Province/Country

[TEXAS](#)

ZIP/PostalCode

[76039](#)

Phone Number of Issuer

[817-835-4100](#)

1. Issuer's Identity

CIK (Filer ID Number)

[0001289943](#)

Previous Names

None

[Opportunity Concrete Corporation](#)

Entity Type

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

Name of Issuer

[Superior Concrete Materials, Inc.](#)

Jurisdiction of Incorporation/Organization

[DISTRICT OF COLUMBIA](#)

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year)

Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

[Superior Concrete Materials, Inc.](#)

Street Address 1

[4600 FORBES BOULEVARD SUITE 105](#)

Street Address 2

City

[LANHAM](#)

State/Province/Country

[MARYLAND](#)

ZIP/PostalCode

[20706](#)

Phone Number of Issuer

[713-499-6200](#)

1. Issuer's Identity

CIK (Filer ID Number)

[0001475379](#)

Previous Names

None

[Concrete XXXII Acquisition, Inc.](#)

Entity Type

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

Name of Issuer

[USC Technologies, Inc.](#)

Jurisdiction of Incorporation/Organization

[DELAWARE](#)

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year) [2005](#)

Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

[USC Technologies, Inc.](#)

Street Address 1
2925 BRIARPARK, SUITE 1050
City HOUSTON State/Province/Country TEXAS ZIP/PostalCode 77042 Phone Number of Issuer 713-499-6200

1. Issuer's Identity

CIK (Filer ID Number) [0001381587](#)
Name of Issuer [US Concrete On-Site, Inc.](#)
Jurisdiction of Incorporation/Organization [DELAWARE](#)
Year of Incorporation/Organization
 Over Five Years Ago
 Within Last Five Years (Specify Year)
 Yet to Be Formed

Previous Names None
[Concrete XXX Acquisition, Inc.](#)

Entity Type
 Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer
[US Concrete On-Site, Inc.](#)
Street Address 1
2925 BRIARPARK, SUITE 1050
City HOUSTON State/Province/Country TEXAS ZIP/PostalCode 77042 Phone Number of Issuer 713 499 6200

1. Issuer's Identity

CIK (Filer ID Number) [0001289987](#)
Name of Issuer [USC Atlantic, Inc.](#)
Jurisdiction of Incorporation/Organization [DELAWARE](#)
Year of Incorporation/Organization
 Over Five Years Ago
 Within Last Five Years (Specify Year) 2005
 Yet to Be Formed

Previous Names None
[Concrete XXXI Acquisition, Inc.](#)

Entity Type
 Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer
[USC Atlantic, Inc.](#)
Street Address 1
475 MARKET STREET SUITE 300
City ELMWOOD PARK State/Province/Country NEW JERSEY ZIP/PostalCode 07407 Phone Number of Issuer 713-499-6200

1. Issuer's Identity

CIK (Filer ID Number) Previous Names None Entity Type

[0001500761](#)

USC Subsidiary, LLC

Name of Issuer

[USC Management Co., LLC](#)

Jurisdiction of Incorporation/Organization

[TEXAS](#)

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year) [2007](#)

Yet to Be Formed

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

[USC Management Co., LLC](#)

Street Address 1

[2925 BRIARPARK](#)

Street Address 2

[SUITE 1050](#)

City

[HOUSTON](#)

State/Province/Country

[TEXAS](#)

ZIP/PostalCode

[77042](#)

Phone Number of Issuer

[713-499-6200](#)

1. Issuer's Identity

CIK (Filer ID Number)

[0001289948](#)

Previous Names

None

Entity Type

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

Name of Issuer

[American Concrete Products, Inc.](#)

Jurisdiction of Incorporation/Organization

[CALIFORNIA](#)

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year)

Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

[American Concrete Products, Inc.](#)

Street Address 1

[3049 INDEPENDENCE DRIVE](#)

Street Address 2

[SUITE A](#)

City

[LIVERMORE](#)

State/Province/Country

[CALIFORNIA](#)

ZIP/PostalCode

[94551](#)

Phone Number of Issuer

[713-499-6200](#)

1. Issuer's Identity

CIK (Filer ID Number)

[0001289978](#)

Previous Names

None

Entity Type

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

Name of Issuer

[Beall Industries, Inc.](#)

Jurisdiction of Incorporation/Organization

[TEXAS](#)

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year)

Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

[Beall Industries, Inc.](#)

Street Address 1
331 N. MAIN STREET
City
EULESS
State/Province/Country
TEXAS
Street Address 2
ZIP/PostalCode
76039
Phone Number of Issuer
713-499-6200

1. Issuer's Identity

CIK (Filer ID Number)
[0001475364](#)
Name of Issuer
[Beall Investment Corporation, Inc.](#)
Jurisdiction of Incorporation/Organization
DELAWARE
Year of Incorporation/Organization
 Over Five Years Ago
 Within Last Five Years (Specify Year)
 Yet to Be Formed
Previous Names
 None
[Beall Investment Corp](#)
Entity Type
 Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer
[Beall Investment Corporation, Inc.](#)
Street Address 1
331 N. MAIN STREET
City
EULESS
State/Province/Country
TEXAS
Street Address 2
ZIP/PostalCode
76039
Phone Number of Issuer
713-499-6200

1. Issuer's Identity

CIK (Filer ID Number)
[0001289960](#)
Name of Issuer
[Beall Management, Inc.](#)
Jurisdiction of Incorporation/Organization
TEXAS
Year of Incorporation/Organization
 Over Five Years Ago
 Within Last Five Years (Specify Year)
 Yet to Be Formed
Previous Names
 None
Entity Type
 Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer
[Beall Management, Inc.](#)
Street Address 1
331 N. MAIN STREET
City
EULESS
State/Province/Country
TEXAS
Street Address 2
ZIP/PostalCode
76039
Phone Number of Issuer
713-499-6200

1. Issuer's Identity

CIK (Filer ID Number)
Previous Names
 None
Entity Type

[0001475367](#)

Name of Issuer

[Breckenridge Ready-Mix, Inc.](#)

Jurisdiction of Incorporation/Organization

[TEXAS](#)

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year)

Yet to Be Formed

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

[Breckenridge Ready-Mix, Inc.](#)

Street Address 1

[508 E. LINDSEY STREET](#)

Street Address 2

City

[BRECKENRIDGE](#)

State/Province/Country

[TEXAS](#)

ZIP/PostalCode

[76424](#)

Phone Number of Issuer

[713-499-6200](#)

1. Issuer's Identity

CIK (Filer ID Number)

[0001289955](#)

Name of Issuer

[Central Precast Concrete, Inc.](#)

Jurisdiction of Incorporation/Organization

[CALIFORNIA](#)

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year)

Yet to Be Formed

Previous Names

None

[Hanson Concrete Products, Inc.](#)

Entity Type

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

[Central Precast Concrete, Inc.](#)

Street Address 1

[3049 INDEPENDENCE DRIVE](#)

Street Address 2

[SUITE A](#)

City

[LIVERMORE](#)

State/Province/Country

[CALIFORNIA](#)

ZIP/PostalCode

[94551](#)

Phone Number of Issuer

[713-499-6200](#)

1. Issuer's Identity

CIK (Filer ID Number)

[0001475376](#)

Name of Issuer

[Hamburg Quarry Ltd Liability Co](#)

Jurisdiction of Incorporation/Organization

[NEW JERSEY](#)

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year) [2009](#)

Yet to Be Formed

Previous Names

None

Entity Type

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

[Hamburg Quarry Ltd Liability Co](#)

Street Address 1
475 MARKET STREET
City
ELMWOOD PARK
State/Province/Country
NEW JERSEY
Street Address 2
THIRD FLOOR
ZIP/PostalCode
07407
Phone Number of Issuer
713-499-6200

1. Issuer's Identity

CIK (Filer ID Number)
[0001475386](#)
Name of Issuer
[Ingram Concrete, LLC](#)
Jurisdiction of Incorporation/Organization
TEXAS
Year of Incorporation/Organization
 Over Five Years Ago
 Within Last Five Years (Specify Year) 2007
 Yet to Be Formed
Previous Names
 None
[Ingram Subsidiary, LLC](#)
Entity Type
 Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer
[Ingram Concrete, LLC](#)
Street Address 1
4301 DANHIL DRIVE
City
BROWNWOOD
State/Province/Country
TEXAS
Street Address 2
ZIP/PostalCode
76801
Phone Number of Issuer
713-499-6200

1. Issuer's Identity

CIK (Filer ID Number)
[0001381579](#)
Name of Issuer
[Kurtz Gravel Co](#)
Jurisdiction of Incorporation/Organization
MICHIGAN
Year of Incorporation/Organization
 Over Five Years Ago
 Within Last Five Years (Specify Year)
 Yet to Be Formed
Previous Names
 None
[Kurtz Gravel CO](#)
Entity Type
 Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer
[Kurtz Gravel Co](#)
Street Address 1
33469 WEST 14 MILE ROAD
City
FARMINGTON HILLS
State/Province/Country
MICHIGAN
Street Address 2
SUITE 110
ZIP/PostalCode
48331
Phone Number of Issuer
713 499 6200

1. Issuer's Identity

CIK (Filer ID Number)
Previous Names
 None
Entity Type

[0001475377](#)

Name of Issuer

[Local Concrete Supply & Equipment, LLC](#)

Jurisdiction of Incorporation/Organization

[DELAWARE](#)

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year) [2008](#)

Yet to Be Formed

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

[Local Concrete Supply & Equipment, LLC](#)

Street Address 1

[475 MARKET STREET](#)

Street Address 2

[SUITE 300](#)

City

[ELMWOOD PARK](#)

State/Province/Country

[NEW JERSEY](#)

ZIP/PostalCode

[07407](#)

Phone Number of Issuer

[713-499-6200](#)

1. Issuer's Identity

CIK (Filer ID Number)

[0001475385](#)

Previous Names

None

[Master Mix Concrete Limited Liability Company](#)

Entity Type

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

Name of Issuer

[Master Mix Concrete, LLC](#)

Jurisdiction of Incorporation/Organization

[NEW JERSEY](#)

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year) [2008](#)

Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

[Master Mix Concrete, LLC](#)

Street Address 1

[475 MARKET STREET](#)

Street Address 2

[THIRD FLOOR](#)

City

[ELMWOOD PARK](#)

State/Province/Country

[NEW JERSEY](#)

ZIP/PostalCode

[07407](#)

Phone Number of Issuer

[713-499-6200](#)

1. Issuer's Identity

CIK (Filer ID Number)

[0001475378](#)

Previous Names

None

[Concrete Acquisition I, LLC](#)

Entity Type

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

Name of Issuer

[Master Mix, LLC](#)

Jurisdiction of Incorporation/Organization

[DELAWARE](#)

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year) [2007](#)

Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

[Master Mix, LLC](#)

Street Address 1
475 MARKET STREET
City
ELMWOOD PARK
State/Province/Country
NEW JERSEY
Street Address 2
THIRD FLOOR
ZIP/PostalCode
07407
Phone Number of Issuer
713-499-6200

1. Issuer's Identity

CIK (Filer ID Number)
[0001475382](#)
Name of Issuer
[MG, LLC](#)
Jurisdiction of Incorporation/Organization
[MARYLAND](#)
Year of Incorporation/Organization
 Over Five Years Ago
 Within Last Five Years (Specify Year) [2008](#)
 Yet to Be Formed

Previous Names
 None

Entity Type
 Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer
[MG, LLC](#)
Street Address 1
4600 FORBES BOULEVARD
City
LANHAM
State/Province/Country
MARYLAND
Street Address 2
SUITE 105
ZIP/PostalCode
20706
Phone Number of Issuer
713-499-6200

1. Issuer's Identity

CIK (Filer ID Number)
[0001475381](#)
Name of Issuer
[NYC Concrete Materials, LLC](#)
Jurisdiction of Incorporation/Organization
[DELAWARE](#)
Year of Incorporation/Organization
 Over Five Years Ago
 Within Last Five Years (Specify Year)
 Yet to Be Formed

Previous Names
 None
[NYC Ready-Mix, LLC](#)
[Concrete XXIII Acquisition, Inc.](#)
[USC Atlantic, Inc.](#)

Entity Type
 Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer
[NYC Concrete Materials, LLC](#)
Street Address 1
475 MAIN STREET
City
ELMWOOD PARK
State/Province/Country
NEW JERSEY
Street Address 2
SUITE 300
ZIP/PostalCode
07407
Phone Number of Issuer
713-499-6200

1. Issuer's Identity

CIK (Filer ID Number)

Previous Names
 None

Entity Type

[0001475380](#)

Name of Issuer

[Pebble Lane Associates, LLC](#)

Jurisdiction of Incorporation/Organization

[DELAWARE](#)

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year) [2008](#)

Yet to Be Formed

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

[Pebble Lane Associates, LLC](#)

Street Address 1

[475 MARKET STREET](#)

City

[ELMWOOD PARK](#)

State/Province/Country

[NEW JERSEY](#)

Street Address 2

[SUITE 300](#)

ZIP/PostalCode

[07407](#)

Phone Number of Issuer

[713-499-6200](#)

1. Issuer's Identity

CIK (Filer ID Number)

[0001381592](#)

Name of Issuer

[Redi-Mix Concrete LP](#)

Jurisdiction of Incorporation/Organization

[TEXAS](#)

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year)

Yet to Be Formed

Previous Names

None

Entity Type

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

[Redi-Mix Concrete LP](#)

Street Address 1

[331 N. MAIN STREET](#)

City

[EULESS](#)

State/Province/Country

[TEXAS](#)

Street Address 2

ZIP/PostalCode

[76039](#)

Phone Number of Issuer

[713-499-6200](#)

1. Issuer's Identity

CIK (Filer ID Number)

[0001381591](#)

Name of Issuer

[Redi-Mix GP LLC](#)

Jurisdiction of Incorporation/Organization

[TEXAS](#)

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year)

Yet to Be Formed

Previous Names

None

Entity Type

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

[Redi-Mix GP LLC](#)

Street Address 1
331 N. MAIN STREET
City
EULESS
State/Province/Country
TEXAS
Street Address 2
ZIP/PostalCode
76039
Phone Number of Issuer
713-499-6200

1. Issuer's Identity

CIK (Filer ID Number)
[0001475375](#)
Name of Issuer
[Riverside Materials, LLC](#)
Jurisdiction of Incorporation/Organization
DELAWARE
Year of Incorporation/Organization
 Over Five Years Ago
 Within Last Five Years (Specify Year) 2008
 Yet to Be Formed
Previous Names
 None
[Concrete Acquisition II, LLC](#)
Entity Type
 Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer
[Riverside Materials, LLC](#)
Street Address 1
475 MARKET STREET
City
ELMWOOD PARK
State/Province/Country
NEW JERSEY
Street Address 2
THIRD FLOOR
ZIP/PostalCode
07407
Phone Number of Issuer
713-499-6200

1. Issuer's Identity

CIK (Filer ID Number)
[0001289954](#)
Name of Issuer
[San Diego Precast Concrete, Inc.](#)
Jurisdiction of Incorporation/Organization
DELAWARE
Year of Incorporation/Organization
 Over Five Years Ago
 Within Last Five Years (Specify Year)
 Yet to Be Formed
Previous Names
 None
[Concrete XII Acquisition, Inc.](#)
Entity Type
 Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer
[San Diego Precast Concrete, Inc.](#)
Street Address 1
2735 CACTUS RD
City
SAN DIEGO
State/Province/Country
CALIFORNIA
Street Address 2
ZIP/PostalCode
92154
Phone Number of Issuer
713-499-6200

1. Issuer's Identity

CIK (Filer ID Number)
Previous Names
 None
Entity Type

[0001289949](#)

Name of Issuer

[Sierra Precast, Inc.](#)

Jurisdiction of Incorporation/Organization

[CALIFORNIA](#)

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year)

Yet to Be Formed

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

[Sierra Precast, Inc.](#)

Street Address 1

[3049 INDEPENDENCE DRIVE](#)

Street Address 2

[SUITE A](#)

City

[LIVERMORE](#)

State/Province/Country

[CALIFORNIA](#)

ZIP/PostalCode

[94551](#)

Phone Number of Issuer

[713-499-6200](#)

1. Issuer's Identity

CIK (Filer ID Number)

[0001289947](#)

Name of Issuer

[Smith Pre-Cast, Inc.](#)

Jurisdiction of Incorporation/Organization

[DELAWARE](#)

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year)

Yet to Be Formed

Previous

Names

None

[Concrete XXVII Acquisition, Inc.](#)

Entity Type

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

[Smith Pre-Cast, Inc.](#)

Street Address 1

[2410 WEST BROADWAY ROAD](#)

Street Address 2

City

[PHOENIX](#)

State/Province/Country

[ARIZONA](#)

ZIP/PostalCode

[85041](#)

Phone Number of Issuer

[713-499-6200](#)

1. Issuer's Identity

CIK (Filer ID Number)

[0001289980](#)

Name of Issuer

[Titan Concrete Industries, Inc.](#)

Jurisdiction of Incorporation/Organization

[DELAWARE](#)

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year)

Yet to Be Formed

Previous

Names

None

[Carrier Excavation and Foundation Company](#)

[Concrete XI Acquisition, Inc.](#)

Entity Type

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

[Titan Concrete Industries, Inc.](#)

Street Address 1		Street Address 2	
C/O CAPITOL SERVICES, INC.		615 SOUTH DUPONT HWY	
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
DOVER	DELAWARE	19901	713-499-6200

3. Related Persons

Last Name	First Name	Middle Name
Harlan	Michael	W.
Street Address 1	Street Address 2	
2925 Briarpark	Suite 1050	
City	State/Province/Country	ZIP/PostalCode
Houston	TEXAS	77042
Relationship:	<input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Lundin	Michael	D.
Street Address 1	Street Address 2	
c/o U.S. Concrete, Inc.	2925 Briarpark, Suite 1050	
City	State/Province/Country	ZIP/PostalCode
Houston	TEXAS	77042
Relationship:	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Rayner	Robert	M.
Street Address 1	Street Address 2	
c/o U.S. Concrete, Inc.	2925 Briarpark, Suite 1050	
City	State/Province/Country	ZIP/PostalCode
Houston	TEXAS	77042
Relationship:	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Sutherland	Colin	M.
Street Address 1	Street Address 2	
c/o U.S. Concrete, Inc.	2925 Briarpark, Suite 1050	
City	State/Province/Country	ZIP/PostalCode
Houston	TEXAS	77042
Relationship:	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Green	M.	Terry
Street Address 1	Street Address 2	
c/o U.S. Concrete, Inc.	2925 Briarpark, Suite 1050	
City	State/Province/Country	ZIP/PostalCode
Houston	TEXAS	77042
Relationship:	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Lindeman	Curt	M.
Street Address 1	Street Address 2	

c/o U.S. Concrete, Inc. 2925 Briarpark, Suite 1050
City State/Province/Country ZIP/PostalCode
Houston TEXAS 77042
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Davis Jeff L.
Street Address 1 Street Address 2
c/o U.S. Concrete, Inc. 2925 Briarpark, Suite 1050
City State/Province/Country ZIP/PostalCode
Houston TEXAS 77042
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Roberts Jeffrey W.
Street Address 1 Street Address 2
c/o U.S. Concrete, Inc. 2925 Briarpark, Suite 1050
City State/Province/Country ZIP/PostalCode
Houston TEXAS 77042
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Spahr Jeffrey D.
Street Address 1 Street Address 2
c/o U.S. Concrete, Inc. 2925 Briarpark, Suite 1050
City State/Province/Country ZIP/PostalCode
Houston TEXAS 77042
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Konnig Gary J.
Street Address 1 Street Address 2
c/o U.S. Concrete, Inc. 2925 Briarpark, Suite 1050
City State/Province/Country ZIP/PostalCode
Houston TEXAS 77042
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Johnson Wallace H.
Street Address 1 Street Address 2
c/o U.S. Concrete, Inc. 2925 Briarpark, Suite 1050
City State/Province/Country ZIP/PostalCode
Houston TEXAS 77042
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
McLaughlin Douglas W.

Street Address 1 Street Address 2
c/o U.S. Concrete, Inc. 2925 Briarpark, Suite 1050
City State/Province/Country ZIP/PostalCode
Houston TEXAS 77042
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Gentoso Michael L.
Street Address 1 Street Address 2
c/o U.S. Concrete, Inc. 2925 Briarpark, Suite 1050
City State/Province/Country ZIP/PostalCode
Houston TEXAS 77042
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Cauley Kent D.
Street Address 1 Street Address 2
c/o U.S. Concrete, Inc. 2925 Briarpark, Suite 1050
City State/Province/Country ZIP/PostalCode
Houston TEXAS 77042
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Davis Eugene I.
Street Address 1 Street Address 2
c/o U.S. Concrete, Inc. 2925 Briarpark, Suite 1050
City State/Province/Country ZIP/PostalCode
Houston TEXAS 77042
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Cellar Kurt M.
Street Address 1 Street Address 2
c/o U.S. Concrete, Inc. 2925 Briarpark, Suite 1050
City State/Province/Country ZIP/PostalCode
Houston TEXAS 77042
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

- | | | |
|---|--|--|
| <input type="checkbox"/> Agriculture | Health Care | <input type="checkbox"/> Retailing |
| <input type="checkbox"/> Banking & Financial Services | <input type="checkbox"/> Biotechnology | <input type="checkbox"/> Restaurants |
| <input type="checkbox"/> Commercial Banking | <input type="checkbox"/> Health Insurance | Technology |
| <input type="checkbox"/> Insurance | <input type="checkbox"/> Hospitals & Physicians | <input type="checkbox"/> Computers |
| <input type="checkbox"/> Investing | <input type="checkbox"/> Pharmaceuticals | <input type="checkbox"/> Telecommunications |
| <input type="checkbox"/> Investment Banking | <input type="checkbox"/> Other Health Care | <input type="checkbox"/> Other Technology |
| <input type="checkbox"/> Pooled Investment Fund | <input type="checkbox"/> Manufacturing | Travel |
| Is the issuer registered as an investment company under the Investment Company Act of 1940? | <input type="checkbox"/> Real Estate | <input type="checkbox"/> Airlines & Airports |
| <input type="checkbox"/> Yes | <input type="checkbox"/> Commercial | <input type="checkbox"/> Lodging & Conventions |
| <input type="checkbox"/> No | <input checked="" type="checkbox"/> Construction | <input type="checkbox"/> Tourism & Travel Services |
| <input type="checkbox"/> Other Banking & Financial Services | <input type="checkbox"/> REITS & Finance | <input type="checkbox"/> Other Travel |
| <input type="checkbox"/> Business Services | <input type="checkbox"/> Residential | <input type="checkbox"/> Other |
| Energy | <input type="checkbox"/> Other Real Estate | |
| <input type="checkbox"/> Coal Mining | | |
| <input type="checkbox"/> Electric Utilities | | |
| <input type="checkbox"/> Energy Conservation | | |
| <input type="checkbox"/> Environmental Services | | |
| <input type="checkbox"/> Oil & Gas | | |
| <input type="checkbox"/> Other Energy | | |

5. Issuer Size

- | Revenue Range | OR | Aggregate Net Asset Value Range |
|---|----|---|
| <input type="checkbox"/> No Revenues | | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1 - \$1,000,000 | | <input type="checkbox"/> \$1 - \$5,000,000 |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000 | | <input type="checkbox"/> \$5,000,001 - \$25,000,000 |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000 | | <input type="checkbox"/> \$25,000,001 - \$50,000,000 |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000 | | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000 | | <input type="checkbox"/> Over \$100,000,000 |
| <input checked="" type="checkbox"/> Decline to Disclose | | <input type="checkbox"/> Decline to Disclose |
| <input type="checkbox"/> Not Applicable | | <input type="checkbox"/> Not Applicable |

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- | | |
|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Rule 505 |
| <input type="checkbox"/> Rule 504 (b)(1)(i) | <input checked="" type="checkbox"/> Rule 506 |
| <input type="checkbox"/> Rule 504 (b)(1)(ii) | <input type="checkbox"/> Securities Act Section 4(5) |
| <input type="checkbox"/> Rule 504 (b)(1)(iii) | <input type="checkbox"/> Investment Company Act Section 3(c) |

- | | |
|--|---|
| <input type="checkbox"/> Section 3(c)(1) | <input type="checkbox"/> Section 3(c)(9) |
| <input type="checkbox"/> Section 3(c)(2) | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Section 3(c)(3) | <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(12) |
| <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(13) |
| <input type="checkbox"/> Section 3(c)(6) | <input type="checkbox"/> Section 3(c)(14) |
| <input type="checkbox"/> Section 3(c)(7) | |

7. Type of Filing

New Notice Date of First Sale [2010-08-26](#) First Sale Yet to Occur
 Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

- | | |
|---|---|
| <input type="checkbox"/> Equity | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input checked="" type="checkbox"/> Debt | <input type="checkbox"/> Tenant-in-Common Securities |
| <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security | <input type="checkbox"/> Mineral Property Securities |
| <input checked="" type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input checked="" type="checkbox"/> Other (describe) |

[U.S. Concrete, Inc. issued the convertible notes in the offering described herein. All other issuers named herein are guarantors of such convertible notes.](#)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor [\\$1,000](#) USD

12. Sales Compensation

Recipient	Recipient CRD Number <input checked="" type="checkbox"/> None
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None
Street Address 1	Street Address 2
City	State/Province/Country
	ZIP/Postal Code
State(s) of Solicitation (select all that apply) Check "All States" or check individual States <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount [\\$55,000,000](#) USD or Indefinite
Total Amount Sold [\\$55,000,000](#) USD
Total Remaining to be Sold [\\$0](#) USD or Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

42

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD Estimate

Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
US CONCRETE INC	/s/ Michael W. Harlan	Michael W. Harlan	President and Chief Executive Officer	2010-09-09
Alberta Investments Inc.	/s/ Michael W. Harlan	Michael W. Harlan	President	2010-09-09
Alliance Haulers Inc.	/s/ Michael W. Harlan	Michael W. Harlan	President	2010-09-09
Atlas Redi-Mix, LLC	/s/ Michael W. Harlan	Michael W. Harlan	President	2010-09-09
Atlas-Tuck Concrete, Inc.	/s/ Michael W. Harlan	Michael W. Harlan	President	2010-09-09
Beall Concrete Enterprises, LLC	/s/ Michael W. Harlan	Michael W. Harlan	President	2010-09-09
USC Payroll Inc.	/s/ Curt M. Lindeman	Curt M. Lindeman	Vice President and Secretary	2010-09-09
Central Concrete Supply Co., Inc.	/s/ Curt M. Lindeman	Curt M. Lindeman	Vice President and Secretary	2010-09-09
Concrete Acquisition III, LLC	/s/ Curt M. Lindeman	Curt M. Lindeman	President	2010-09-09
Concrete Acquisition IV, LLC	/s/ Curt M. Lindeman	Curt M. Lindeman	President	2010-09-09
Concrete Acquisition V, LLC	/s/ Curt M. Lindeman	Curt M. Lindeman	President	2010-09-09

Issuer	Signature	Name of Signer	Title	Date
Concrete Acquisition VI, LLC	/s/ Curt M. Lindeman	Curt M. Lindeman	President	2010-09-09
Concrete XXXIII Acquisition, Inc.	/s/ Curt M. Lindeman	Curt M. Lindeman	President	2010-09-09
Concrete XXXIV Acquisition, Inc.	/s/ Curt M. Lindeman	Curt M. Lindeman	President	2010-09-09
Concrete XXXV Acquisition, Inc.	/s/ Curt M. Lindeman	Curt M. Lindeman	President	2010-09-09
Concrete XXXVI Acquisition, Inc.	/s/ Curt M. Lindeman	Curt M. Lindeman	President	2010-09-09
Eastern Concrete Materials, Inc.	/s/ Michael W. Harlan	Michael W. Harlan	President and Secretary	2010-09-09
Redi-Mix, LLC	/s/ Michael W. Harlan	Michael W. Harlan	President	2010-09-09
Superior Concrete Materials, Inc.	/s/ Curt M. Lindeman	Curt M. Lindeman	Vice President and Secretary	2010-09-09
USC Technologies, Inc.	/s/ Curt M. Lindeman	Curt M. Lindeman	Vice President and Secretary	2010-09-09
US Concrete On-Site, Inc.	/s/ Curt M. Lindeman	Curt M. Lindeman	Vice President and Secretary	2010-09-09
USC Atlantic, Inc.	/s/ Michael W. Harlan	Michael W. Harlan	Vice President and Secretary	2010-09-09
USC Management Co., LLC	/s/ Curt M. Lindeman	Curt M. Lindeman	Vice President and Secretary	2010-09-09
American Concrete Products, Inc.	/s/ Curt M. Lindeman	Curt M. Lindeman	Vice President and Secretary	2010-09-09
Beall Industries, Inc.	/s/ Michael W. Harlan	Michael W. Harlan	President	2010-09-09
Beall Investment Corporation, Inc.	/s/ Michael W. Harlan	Michael W. Harlan	President	2010-09-09
Beall Management, Inc.	/s/ Michael W. Harlan	Michael W. Harlan	President	2010-09-09
Breckenridge Ready-Mix, Inc.	/s/ Curt M. Lindeman	Curt M. Lindeman	Vice President and Secretary	2010-09-09
Central Precast Concrete, Inc,	/s/ Curt M. Lindeman	Curt M. Lindeman	Vice President and Secretary	2010-09-09
Hamburg Quarry Ltd Liability Co	/s/ Michael W. Harlan	Michael W. Harlan	President	2010-09-09
Ingram Concrete, LLC	/s/ Curt M. Lindeman	Curt M. Lindeman	Vice President and Secretary	2010-09-09
Kurtz Gravel Co	/s/ Michael W. Harlan	Michael W. Harlan	Vice President and Secretary	2010-09-09
Local Concrete Supply & Equipment, LLC	/s/ Curt M. Lindeman	Curt M. Lindeman	President and Secretary	2010-09-09
Master Mix Concrete, LLC	/s/ Curt M. Lindeman	Curt M. Lindeman	President and Secretary	2010-09-09
Master Mix, LLC	/s/ Curt M. Lindeman	Curt M. Lindeman	President and Secretary	2010-09-09
MG, LLC	/s/ Curt M. Lindeman	Curt M. Lindeman	Vice President and Secretary	2010-09-09
NYC Concrete Materials, LLC	/s/ Curt M. Lindeman	Curt M. Lindeman	President and Secretary	2010-09-09
Pebble Lane Associates, LLC	/s/ Curt M. Lindeman	Curt M. Lindeman	President and Secretary	2010-09-09
Redi-Mix Concrete LP	/s/ Michael W. Harlan	Michael W. Harlan	President	2010-09-09
Redi-Mix GP LLC	/s/ Michael W. Harlan	Michael W. Harlan	President	2010-09-09
Riverside Materials, LLC	/s/ Wallace H. Johnson	Wallace H. Johnson	President and Secretary	2010-09-09
San Diego Precast Concrete, Inc.	/s/ Curt M. Lindeman	Curt M. Lindeman	Vice President and Secretary	2010-09-09
Sierra Precast, Inc.	/s/ Curt M. Lindeman	Curt M. Lindeman	Vice President and Secretary	2010-09-09
Smith Pre-Cast, Inc.	/s/ Curt M. Lindeman	Curt M. Lindeman	Vice President and Secretary	2010-09-09
Titan Concrete Industries, Inc.	/s/ Michael W. Harlan	Michael W. Harlan	Vice President and Secretary	2010-09-09

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.