

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**

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

**(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

Accelerated filer

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

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.**

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**SCHEDULE A**

<b>Name</b>	<b>State or Other Jurisdiction of Incorporation or Organization</b>	<b>Standard Industrial Classification Code Number</b>	<b>I.R.S. Employer Identification Number</b>
160 East 22 <sup>nd</sup> 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

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<b>Name</b>	<b>State or Other Jurisdiction of Incorporation or Organization</b>	<b>Standard Industrial Classification Code Number</b>	<b>I.R.S. Employer Identification Number</b>
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.

<b>Signature</b>	<b>Title</b>
/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 22<sup>ND</sup> 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.

<b>Signature</b>	<b>Title</b>
*	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.

**AGGREGATE & CONCRETE TESTING,  
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.

<b>Signature</b>	<b>Title</b>
*	President
Ronnie Pruitt	(Principal Executive Officer)
*	Treasurer
Kathy Kantor	(Principal Financial and Accounting Officer)

Ferrara Bros., LLC

By: \_\_\_\_\_  
Name: Kevin R. 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.

<b>Signature</b>	<b>Title</b>
*	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.

<b>Signature</b>	<b>Title</b>
* 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.

<b>Signature</b>	<b>Title</b>
*	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.

<b>Signature</b>	<b>Title</b>
*	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.

<b>Signature</b>	<b>Title</b>
*	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.

<b>Signature</b>	<b>Title</b>
*	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.

<b>Signature</b>	<b>Title</b>
*	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.

<b>Signature</b>	<b>Title</b>
*	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.

<b>Signature</b>	<b>Title</b>
*	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.

<b>Signature</b>	<b>Title</b>
*	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.

<b>Signature</b>	<b>Title</b>
*	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.

<b>Signature</b>	<b>Title</b>
*	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.

<b>Signature</b>	<b>Title</b>
*	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.

<b>Signature</b>	<b>Title</b>
*	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.

<b>Signature</b>	<b>Title</b>
*	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.

<b>Signature</b>	<b>Title</b>
*	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.

<b>Signature</b>	<b>Title</b>
*	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.

<b>Signature</b>	<b>Title</b>
*	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*

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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.

**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.

<b>Signature</b>	<b>Title</b>
*	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.

**FERRARA BROS., 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.

<b>Signature</b>	<b>Title</b>
*	President
Ronnie Pruitt	(Principal Executive Officer)
*	Treasurer
Kathy Kantor	(Principal Financial and Accounting Officer)

USC Atlantic, Inc.

By: \*  
Name: Patricia Kotlowski  
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.

**FERRARA WEST 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.

<b>Signature</b>	<b>Title</b>
* Ronnie Pruitt	President (Principal Executive Officer)
* Kathy Kantor	Treasurer (Principal Financial and Accounting Officer)

Ferrara Bros., LLC

By: \_\_\_\_\_ \*

Name: Kevin R. 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.

**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.

<b>Signature</b>	<b>Title</b>
*	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*

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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.

**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.

<b>Signature</b>	<b>Title</b>
*	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.

<b>Signature</b>	<b>Title</b>
*	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.

<b>Signature</b>	<b>Title</b>
*	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.

<b>Signature</b>	<b>Title</b>
*	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.

<b>Signature</b>	<b>Title</b>
*	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.

<b>Signature</b>	<b>Title</b>
*	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*

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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.

**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*

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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.

**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.

<b>Signature</b>	<b>Title</b>
*	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.

<b>Signature</b>	<b>Title</b>
*	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.

<b>Signature</b>	<b>Title</b>
*	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.

<b>Signature</b>	<b>Title</b>
*	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.

<b>Signature</b>	<b>Title</b>
*	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.

<b>Signature</b>	<b>Title</b>
*	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.

<b>Signature</b>	<b>Title</b>
*	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