

U.S. CONCRETE, INC.

AUDIT COMMITTEE CHARTER

(As amended February 2010.)

Organization and Membership

This charter governs the operations of the Audit Committee of the Board of Directors (the “Committee”) of U.S. Concrete, Inc. (the “Company”). The Committee shall be appointed by the Board of Directors of the Company (the “Board of Directors”) and consist of at least three directors, each of whom will meet the independence requirements of Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the rules promulgated thereunder, including Rule 10A(3)(b)(1), and the Nasdaq Stock Market LLC (“Nasdaq”) requirements with respect to independence as determined by the Board of Directors. Each member of the Committee shall have a working familiarity with basic finance and accounting practices, and at least one member shall meet the qualifications of an “audit committee financial expert,” as defined in Item 407(d)(5) of Regulation S-K promulgated by the Securities and Exchange Commission (the “SEC”). The Committee shall review and reassess this charter at least annually and recommend appropriate changes to the Board of Directors.

Statement of Purpose

The primary function of the Committee is to assist the Board of Directors in fulfilling its oversight responsibility relating to:

- The Company’s financial statements, financial reporting process and internal control systems;
- The qualifications, independence and performance of the Company’s independent auditors;
- The performance of the Company’s internal audit function;
- The Company’s compliance with legal and regulatory requirements; and
- aspects of the Company’s Compliance and Ethics Program relating to financial matters, books and records and accounting and as required by applicable statutes, rules and regulations.

The Committee shall oversee the accounting and financial reporting processes of the Company, the audits of the Company’s financial statements, the qualifications of the Company’s independent auditors, and the performance of the Company’s internal auditors. In so doing, the Committee shall maintain free and open communication with the Company’s independent auditors, internal audit department and management. The Company shall provide for appropriate funding, as determined by the Committee, for payment of administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

While the Committee has the responsibilities and powers set forth in this charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles in the United States ("GAAP"). It is also not the duty of the Committee to resolve any disagreements between management and the independent auditors or to assure compliance with laws and regulations and the Company's Code of Ethics and Business Conduct.

Duties and Responsibilities

Among its specific duties and responsibilities, the Committee shall perform the following, to the extent it deems necessary and appropriate, consistent with and subject to applicable laws, as well as rules and regulations promulgated by the SEC, Nasdaq or other regulatory authorities:

Financial Statements and Financial Reporting Process

1. *Annual and Quarterly Financial Reporting*: The Committee shall review and discuss with the Company's management and the independent auditors the annual audited and quarterly unaudited financial statements and related disclosures included in the Company's quarterly earnings releases and in the Company's periodic reports on Form 10-K and 10-Q (including the "Management's Discussion and Analysis" section and officer certifications).

The Committee shall annually prepare a report for inclusion in the Company's proxy statement for the Company's annual meeting of stockholders for that year, with the names of all Committee members, stating whether the Committee:

- (a) reviewed and discussed the audited financial statements for the immediately preceding year with management;
- (b) discussed with the auditors matters requiring discussions by the Statement on Auditing Standards ("SAS") No. 61, *Communication with Audit Committees*;
- (c) received the annual written disclosures from the auditors required by applicable requirements of the PCAOB, including PCAOB Rule 3526, (1) delineating all relationships between the auditors or their affiliates and the Company and (2) affirming the auditors' independence as of the date of the written statement; and
- (d) based on that review and discussion, recommended to the full Board of Directors that such audited financial statements be included in the Company's Annual Report on Form 10-K.

2. *Annual Audit and Communications with Independent Auditors*: The Committee shall review and discuss the scope and results of the independent auditors' annual audit and quarterly reviews of the Company's financial statements, and any other matters required to be communicated to the Committee by the independent auditors. Without limiting the generality of the foregoing, on an annual basis, after completion of the annual audit of the Company's consolidated financial statements included in the Annual Report on Form 10-K and prior to its filing: (a) review with auditors any significant changes required in the examination plan; any

serious difficulties or disputes with management encountered during the course of the audit; and other matters related to the conduct of the audit which are to be communicated to the Committee under Generally Accepted Auditing Standards, including discussions relating to the auditors' judgment about such matters as the quality, not just the acceptability, of the Company's accounting practices and other items set forth in SAS No. 61, as amended by SAS No. 90, Audit Committee Communications; and (b) obtain from the Company's auditors assurance that Section 10A(b) of the Exchange Act has not been implicated with respect to the Company's most recently completed fiscal year.

3. *Disclosure, Accounting and Financial Controls:* The Committee shall discuss with the Company's management, senior internal audit executive and independent auditors the adequacy and effectiveness of the Company's disclosure controls and procedures, the adequacy and effectiveness of the Company's internal control over financial reporting and the Company's risk assessment and risk management policies.

Qualifications, Independence and Performance of the Independent Auditors

4. *Appointment, Compensation, Retention and Oversight:* Pursuant to the Sarbanes-Oxley Act of 2002 and the rules and regulations of the SEC, the Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company (any such firm is referred to in this charter as the Company's independent auditors). The Committee shall have and may exercise all the powers of the Board of Directors except as may be prohibited by law, with respect to all matters encompassed by this charter, and shall have all the power and authority required under the Sarbanes-Oxley Act of 2002.

Prior to the initial engagement of any registered public accounting firm as the Company's independent auditors, the Committee shall obtain and review a written report from such independent auditors regarding all relationships between such independent auditors or their affiliates (as defined by the Public Company Accounting Oversight Board (the "PCAOB")) and the Company or persons in a financial reporting oversight role, including all matters set forth in PCAOB Rule 3526. The Committee shall discuss such report and the potential effects of such relationships with the independent auditors before their initial engagement. The substance of such discussion shall be documented in writing. The independent auditors report directly to the Committee, which shall have the sole authority to appoint and, where appropriate, replace the Company's auditors and to approve all audit engagement fees and terms. The Company will provide appropriate funding, as determined by the Committee, for payment of compensation to the independent auditors. The Committee shall be directly responsible for the compensation and oversight of the work of the Company's auditors (including resolution of disagreements between management and the auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or related work or performing any other services for the Company.

At least annually, obtain and review a written report by the Company's auditors describing (a) the auditors' internal quality-control procedures; (b) any material issues raised by the most recent internal quality-control review, or peer review, of the auditors, or by any inquiry or investigation

by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the auditors, and any steps taken to deal with any such issues; and (c) all relationships between the auditors and the Company as contemplated by applicable requirements of the PCAOB concerning the auditors' independence. Evaluate the Company's auditors' qualifications, performance and independence, including considering whether the auditors' quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining auditor independence. In making this evaluation, the Committee shall take into account the opinions of the Company's management, including the senior internal audit executive. The Committee shall present its conclusions with respect to the Company's independent auditors to the full Board of Directors.

The Committee shall confirm the regular rotation of the audit partners with the Company's independent auditor, as required by applicable law, and shall consider whether there should be regular rotation of the Company's auditors.

5. *Approval of Audit and Permitted Non-Audit Services:* To the extent required by applicable law or regulation, the Committee shall review and approve in advance all audit, review or attest services and permitted non-audit services to be provided by the Company's independent auditors, subject to, and in compliance with, the *de minimis* exception for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act and the applicable rules and regulations of the SEC, and establish related policies and procedures.

6. *Hiring Former Employees of Independent Auditors:* The Committee shall establish and maintain policies relating to the Company's hiring of employees and former employees of the Company's independent auditors.

Performance of the Internal Audit Function

7. *Internal Audits and Reports:* The Committee shall review and discuss with the Company's senior internal audit executive the overall scope and staffing of the Company's internal audits. The Committee shall review all significant internal audit reports and management's responses.

8. *Senior Internal Audit Executive:* The Committee shall review the appointment of individuals to, and any changes in, the senior internal audit position.

Compliance with Legal and Regulatory Requirements

9. *Legal and Regulatory Review:* The Committee shall review legal and regulatory matters that may have a material impact on the Company's financial statements and review the Company's compliance policies and procedures.

Other Duties

10. *Complaints:* The Committee shall establish and maintain procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls and auditing matters and for the confidential, anonymous submission by the Company's employees of concerns regarding questionable accounting and auditing matters.

11. *Outside Advisors:* The Committee is empowered to investigate any matter brought to its attention and shall have the authority to engage independent counsel and other advisors as it deems necessary to carry out its duties. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to such counsel and other advisors.

12. *Related Party Transactions:* The Committee shall review and approve related-party transactions as required by applicable law or regulation.

13. *Other:* In addition to the activities described above, the Committee shall perform such other functions the Committee or the Board of Directors deems necessary or appropriate under applicable law, including those set forth in the Company's Corporate Governance Guidelines.

Meetings

The Committee shall meet at least four times per year, either in person or telephonically, at such times and places as the Committee determines. The Committee shall periodically meet separately in executive sessions with the Company's senior internal audit executive and independent auditors. The Committee shall report regularly to the full Board of Directors with respect to the Committee's activities. The Committee shall maintain written minutes of all its meetings, which will be available to every member of the Board of Directors.

Subcommittees

The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant preapprovals of audit and permissible non-audit services. Any decisions of such subcommittee to grant preapprovals shall be reported to the full Committee at its next scheduled meeting.