

U.S. CONCRETE, INC. COMPENSATION COMMITTEE CHARTER

(As amended February 2007)

Role

The Compensation Committee's role is to discharge the Board's responsibilities relating to compensation of the Company's executives, to produce an annual report relating to the CD&A (as defined below) for inclusion in the Company's proxy statement (in accordance with the rules and regulations of the Securities and Exchange Commission (the "SEC")), and to oversee the adoption of policies that govern the Company's compensation programs, including stock and incentive plans.

Membership

The membership of the Committee shall consist of at least three directors, each of whom shall satisfy the independence requirements of The Nasdaq Stock Market ("Nasdaq"); provided, that one director who does not meet the independence criteria of Nasdaq may serve on the Committee pursuant to any exception as provided under the rules of Nasdaq. A director shall not serve as a member of the Committee if the Chief Executive Officer (the "CEO") or another executive officer of the Company serves on the compensation committee of another company that employs that director as an executive officer.

Operations

The Committee shall meet as often as it deems appropriate, but not less frequently than once each year to perform its duties under this Charter. The Committee will cause to be kept adequate minutes of all its proceedings, and will report its actions to the next meeting of the Board. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Bylaws or Corporate Governance Guidelines of the Company, or (c) any applicable law.

Authority

The Committee will have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain outside counsel or other experts or consultants, including, without limitation, compensation consultants, as it deems appropriate. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

Responsibilities

Subject to the provisions of the Company's Corporate Governance Guidelines, the principal responsibilities and functions of the Compensation Committee are as follows:

Review the competitiveness of the Company's compensation programs for executive officers of the Company to (a) ensure the attraction and retention of executive officers, (b) ensure the motivation of executive officers to achieve the Company's business objectives, and (c) align the interest of key leadership with the long-term interests of the Company's shareholders.

- Review trends in management compensation, oversee the development of new compensation plans and, when necessary, approve the revision of existing plans.
- Review the performance of the CEO and other executive officers of the Company.
- Periodically review the compensation paid to non-employee directors for annual retainers and meeting fees, if any, and, after consulting with the Nominating and Corporate Governance Committee, make recommendations to the Board for any adjustments. No member of the Committee will act to fix his or her own compensation except for uniform compensation to directors for their services as such.
- Approve the salaries, bonus and other compensation for all executive officers of the Company.
- Review and approve compensation packages for new executive officers of the Company and termination packages for executive officers as requested by management.
- Review and approve the awards made to executive officers of the Company under any bonus plan.
- Review and discuss with the Board and executive officers of the Company plans for executive officer development and corporate succession plans for the CEO and other executive officers.
- Review and make recommendations concerning long-term incentive compensation plans, including the use of stock options and other equity-based plans. Except as otherwise delegated by the Board, the Committee will act on behalf of the Board as the "Committee" established to administer equity-based plans, and as such will discharge any responsibilities imposed on the Committee under those plans, including making and authorizing grants, in accordance with the terms of those plans.
- Oversee the Company's employee benefit plans. Responsibility for day-to-day administration, including the preparation and filing of all government reports and the preparation and delivery of all required employee materials and communications, will be performed by Company personnel.

- Review periodic reports from management on matters relating to the Company’s personnel appointments and practices.
- In connection with the Company’s proxy statement on Schedule 14A for the annual meeting of stockholders (the “Proxy Statement”) or other applicable SEC filing:
 - review and discuss with management the Compensation Discussion and Analysis (“CD&A”) required by SEC Regulation S-K, Item 402. Based on such review and discussion, determine whether to recommend to the Board that the CD&A in the form prepared by management be included in the Company’s Proxy Statement or other applicable SEC filing.
 - prepare the compensation committee report in accordance with all applicable rules and regulations of the SEC for inclusion above the names of the members of the Committee in the Company’s Proxy Statement. This report shall state whether (i) the Committee reviewed and discussed with management the CD&A and (ii) based on such review and discussion, the Committee recommended to the Board that the CD&A be included in the Company’s Proxy Statement or other applicable SEC filing.
- Form and delegate responsibilities to subcommittees of the Committee, as may be necessary or appropriate.
- Annually evaluate the Committee’s performance and this Charter.

This Charter is intended to provide a set of flexible guidelines for the effective functioning of the Committee. The Committee may modify or amend this Charter and the authority and responsibilities of the Committee set forth herein at any time.