



**CODE OF ETHICS AND
BUSINESS CONDUCT**

July 2006

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Letter From the President

Dear colleague,

U.S. Concrete, Inc., along with its operating units, endeavors to conduct business in accordance with high standards of fair, ethical and moral business conduct. A reputation of integrity is one of the most important assets of any individual or company and is a key to achieving U.S. Concrete's core mission. It is imperative, therefore, that high standards of conduct be observed in all contacts made by U.S. Concrete's personnel with suppliers, customers, governmental officials, fellow employees, neighbors, shareholders and the general public.

This Code of Ethics and Business Conduct (this "Code") is critically important, and it applies to all of us. However, this Code will not resolve or answer every question that you have. When it does not, let your good judgment be guided by the principle of always doing the right things for the right reasons. And do not hesitate to discuss concerns or issues with your supervisor or through appropriate channels as set forth in this Code.

Please read this Code carefully and sign and return the Personal Commitment and Acknowledgement form attached. I am confident that each of us will comply with this Code and that U.S. Concrete's valued reputation for high standards of business integrity will be maintained.

EUGENE P. MARTINEAU
President and Chief Executive Officer
U.S. Concrete, Inc.

Commitment to Compliance

Commitment to Compliance

This Code applies to all directors, officers and employees of U.S. Concrete, Inc. and its operating units (who unless otherwise specified, will be referred to jointly as “employees”). The purpose of this *Code* is to set forth U.S. Concrete’s commitment to high moral and ethical standards of business conduct. Each employee is expected to know and follow the principles set forth in this *Code* to help ensure the business of U.S. Concrete is conducted with integrity and in compliance with the law.

This Code has been prepared so that employees may always have available a clear statement of the Company’s general policies and principles concerning business conduct and ethics. However, no code or set of values can address every ethical choice faced in business, and no oversight group can ensure complete compliance. Therefore, you must use good common sense and judgment in your personal conduct. When you are uncertain about any situation, you must ask for guidance and you must do so in a timely manner. This *Code* provides you with several options for seeking guidance, which are explained in the “Obtaining Help and Violations Reporting” section of this *Code*.

Corporate Governance and Internal Controls

U.S. Concrete believes that effective corporate governance begins with a strong Board of Directors and a management team committed to living up to high standards of ethical behavior. These principles set the tone and create the environment to help assure that management and all employees of the Company do the right things for the right reasons. In addition, the Company must maintain an effective system of internal controls. We have developed a system of internal controls and reporting mechanisms designed to protect the assets and operations of the Company and to provide management and the Board with accurate, honest and timely information. Employees are required to live up to the letter and spirit of our system of internal controls, and to cooperate fully with any audit or investigation.

Code of Ethics for our Chief Executive and Senior Financial Officers

The Chief Executive Officer, Chief Financial Officer, Corporate Controller and other key financial employees of U.S. Concrete hold an important and elevated role in corporate governance of the organization. In this regard, and in accordance with the Sarbanes Oxley Act of 2002, these individuals are bound by a separate *Code of Ethics for Chief Executive and Senior Financial Officers*, as well as by these standards. The *Code of Ethics for Chief Executive and Senior Financial Officers* can be viewed on the Company’s website at www.us-concrete.com.

Responsibility to U.S. Concrete and its Shareholders

Protecting Company Assets

The Company’s assets are meant for Company, not personal, use. Company assets include your time at work and work product, as well as the Company’s equipment and vehicles, computers and software, company information, trademarks and names. You must protect the Company’s assets from loss, damage, misuse and theft, and ensure their efficient use. You must have permission from your supervisor before you use any Company asset outside of your job responsibilities.

Business and Financial Records

It is the policy of the Company to maintain books, records and accounts that, in reasonable detail, accurately and fairly reflect the authorized transactions of the Company. To that end, no undisclosed or unrecorded fund or asset shall be established for any purpose. No false or artificial entries shall be made in the books and records of the Company for any reason, and no employee shall engage in any arrangement that results in any such entry. The policy of

accurate and fair recording also applies to an employee's maintenance of time reports, expense accounts and other personal Company records. In addition, all sales reports, production records, sales orders and similar business records must be valid, accurate and complete.

Integrity in every aspect of the way U.S. Concrete is managed is a key element in the Company's corporate culture. No employee may compromise the integrity of the Company's records, even if such action is based upon a sincere belief that such action might actually help the Company improve its financial performance. If you have a concern regarding the Company's accounting, internal accounting controls or auditing matters, you should promptly report that concern as set forth in the "Obtaining Help and Reporting Illegal or Unethical Behavior" section of this *Code*.

U.S. Concrete's Records Management Policy establishes what records will be maintained and the length of time such records shall be maintained. You must not destroy or alter any documents or records in response to any investigation, suspected investigation or lawful request.

Full, Fair and Accurate Disclosure

It is the Company's policy that the information in its reports and documents it files with, or submits to, the Securities and Exchange Commission and in other public communications made by the Company, be full, fair, accurate, timely and understandable.

Confidential and Proprietary Information

The Company's success is largely dependent upon the strict adherence by employees to the Company's policy regarding confidential and proprietary information. Confidential or proprietary information includes all non-public information about the Company and its operations that might be of use to competitors or harmful to the Company. It may include, for example, the Company's proprietary technical information, strategic business plans (including proposed acquisitions or divestitures), customers, suppliers, financial information, capitalization or contracts.

You must maintain the confidentiality of this information, except where disclosure is authorized or legally mandated. Employees must not, without proper authority, give or release to anyone not employed by the Company, or to another employee who has no need for the information, data or information of a confidential or proprietary nature concerning the Company. When an appropriately authorized employee provides confidential or proprietary information to a third party, the employee must ensure that confidentiality terms are included in a confidentiality agreement between the Company and that third party. If you have questions about the confidentiality of information or the need for a confidentiality agreement, seek advice from the General Counsel of U.S. Concrete.

Protecting the confidential and personal information of our employees and our customers is also of great importance. Anyone who handles such information should take great care in doing so. Additionally, you should never try to persuade others to violate the confidentiality of other companies. Your responsibility to preserve confidential information continues even after your employment with the Company ends. Any employee who suspects that the Company's confidential or proprietary information is being disclosed must immediately report this suspicion. See the "Obtaining Help and Reporting Illegal or Unethical Behavior" section of this *Code* for further guidance.

Public Communications

U.S. Concrete has specific policies regarding who can communicate information to the press and the financial analyst community. All inquiries or calls from the press should be referred to the Chief Financial Officer or Chief Operating Officer of U.S. Concrete. If you receive any calls from financial analysts, the financial press or others in the financial community, you

should refer the inquiries to the Chief Financial Officer. Unless you are expressly authorized otherwise by the Chief Financial Officer or Chief Operating Officer, these designees are the only individuals who may communicate with the press and the financial analyst community.

Insider Trading

Buying or selling securities while possessing material nonpublic information or selectively disclosing such information to others who may trade is prohibited by federal and state laws. Material nonpublic information about the Company does not belong to the employees who handle it or otherwise learn it. This information is as much an asset of the Company as any truck, plant or other item of equipment. For any person to use such information for personal benefit or to disclose it to others outside the Company violates the Company's interests. More particularly, to use that information in connection with trading the Company's stock is a fraud not only against the Company, but also against members of the investing public, who suffer by trading in the same market as the insider without benefit of the confidential information.

Several rigidly enforced, complex laws and regulations are intended to prevent misuse of corporate information by regulating the manner in which securities may be bought and sold. Particularly important are the "antifraud" rules of the securities laws, which are designed to protect primarily the investing public.

Inside Information. Under the antifraud rules, anyone who is aware of material information that has not been disclosed to the public is an insider. This includes not only knowledgeable employees, but also persons outside the Company (family members, friends, brokers, professional advisors, consultants and others) who may have acquired the information directly or indirectly through tips. Insiders are prohibited from trading in or recommending purchases or sales of the Company's securities or passing the material inside information to others who trade in the Company's securities while that information remains undisclosed to the general public. The inside information is "material" if it is important enough to affect a reasonable investor's decision to buy, sell or hold the Company's securities. Examples of inside information that might be material include:

- earnings and earnings estimates
- changes in previously announced earnings estimates
- variations in earnings from projected or expected results
- significant expansion or curtailment of operations
- significant increase or decline in business, including gain or loss of a material contract or customer
- significant merger or acquisition discussions
- significant asset write-ups or write-downs
- unusual borrowings
- securities offerings
- major litigation
- disposition of significant assets or a significant subsidiary
- liquidity problems
- availability of credit, or lack of such availability
- extraordinary managerial developments or personnel changes
- changes in auditors or the auditors' notification that the Company may no longer rely on the auditors' report or
- significant actions by regulators.

Other types of information may be material at any particular time, depending on all of the circumstances. In general, any information that affects the trading price of the Company's securities is probably inside information. If there is any doubt about the materiality of information, the presumption is that it is material.

When Information is Public. The insider can buy or sell or recommend that others buy or sell the Company's securities only after material information has been effectively disclosed in a manner sufficient to ensure its availability to the investing public for at least two full trading days.

The Company has rigidly defined channels through which data proposed for public release must flow. No one may ever disclose inside information that could be material without first consulting the Chief Financial Officer or General Counsel of U.S. Concrete.

Tipping. Information that could affect the price of the Company's securities, and sensitive information about other companies, including customers, suppliers or potential parties to contracts, must not be passed on to other persons or companies, including relatives, friends and business associates. When "tipping" occurs, both the "tipper" (the person who shares the material inside information) and the "tippee" (the person who receives the information) may be liable under federal and state securities laws, and this liability may extend to all those to whom the tippee gives information. A tipper may be liable whether or not the tipper derives any benefit from the tippee's actions.

Guidelines. The following guidelines are established to help employees comply with the federal and state securities laws relating to insider trading:

- Nondisclosure. Employees must not disclose material inside information to anyone, except to persons within the Company or its professional advisors whose positions require them to know it, until it has been publicly released by the Company. Only U.S. Concrete's Chief Executive Officer and Chief Financial Officer are entitled to talk with securities industry professionals and stockholders about Company business. In addition, employees may not post messages about the Company on any Internet chat room, message board or website.
- Trading in the Company's securities. Employees may not place a buy or sell order in the Company's securities when they know material information about the Company that has not been disclosed to the public. This prohibition includes not only orders for purchases and sales of stock and convertible securities, but also hedges, collars, straddles or similar transactions involving stocks, bonds, debentures, options, puts, calls and other securities, as well as trades made pursuant to any investment direction under employee benefit plans and trades in the open market. This policy also applies to the exercise of options with an immediate same-day sale of some or all of the shares through a broker. No such transactions may occur until the information has been publicly released for two full trading days.
- Trading in other securities. The prohibition against trading while in possession of material nonpublic information extends not only to the Company's securities but also to securities of any other organization with which the Company does business if an employee gains that information at work or through his or her relationship with the Company. Therefore, employees of the Company may not place a purchase or sale order in the securities of another company, the value of which is likely to be affected by past or proposed actions of the Company of which they are aware and that have not been publicly disclosed. For example, it would violate the antifraud rules if a person learned through Company sources of an action -- impending or completed -- with another company and then bought or sold that company's stock because of the likely increase or decrease in its price.

Officers (including operating division officers) and directors are also subject to the additional specific policies and procedures relating to purchase, ownership and sale of the Company's securities set forth in the Company's memorandum, "Compliance with Federal Securities Laws--A Guide for U.S. Concrete's Directors and Officers."

Conflicts of Interest

A conflict of interest occurs when a person's private interests conflict, or appear to conflict, with the interests of the Company. Each employee must avoid any investment, interest or association that interferes with the independent exercise of judgment in the Company's best interest.

A conflict situation can arise when a person takes actions or has interests that make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest may also arise when an employee or a member of an employee's family receives improper personal benefits as a result of that employee's position with the Company.

Common Sources of Conflicts. Although it is impossible to prepare a list of all potential conflict of interest situations, conflicts of interest may generally arise in four situations:

- *Interest of Employee.* When an employee, a member of the employee's family or a trust in which the employee is involved has a significant direct or indirect financial interest in, or obligation to, an actual or potential competitor, supplier or customer of the Company.
- *Interest of Relative.* When an employee conducts business on behalf of the Company with a supplier or customer of which a relative by blood or marriage is a principal, officer or representative.
- *Gifts.* When an employee, an employee's relative, a trust in which the employee is involved or any other person or entity designated by the employee accepts gifts, loans, payments or services of more than a nominal value from an actual or potential competitor, supplier or customer. See "Gifts and Entertainment" section of this Code for further explanation.
- *Misuse of Information.* When an employee misuses information obtained as a result of employment with the Company, such as for personal profit or as the basis for a "tip" to others.

If a person perceives even the potential for a conflict of interest, the personal interests or other circumstances that might constitute such a conflict of interest are to be reported promptly to the Chief Executive Officer or General Counsel of U.S. Concrete, and that person must excuse himself or herself from participating in decisions or negotiations involving the possible conflict. The Chief Executive Officer or General Counsel will arrange for resolution that respects the person's private life and protects the Company's own interests in an effective manner when an employee confronts a possible conflict of interest. Prompt and full disclosure is always the correct first step towards solving any potential conflict of interest problem.

Gifts and Entertainment

The exchange of gifts and entertainment is a common practice in business, and can help the Company build better relationships with customers, vendors and others. However, giving or accepting valuable gifts or entertainment might be construed as an improper attempt to influence the relationship. It is permissible to provide and receive gifts of nominal value and reasonable business entertainment (including traditional promotional events), in each case so long as what is provided or received is consistent with customary business practice, cannot be construed as a bribe or payoff and is not in violation of applicable law. Gifts and entertainment should support the legitimate business interests of the Company and should be appropriate under the circumstances. You should not encourage or solicit gifts, meals or entertainment from anyone with whom the Company does business or from anyone who desires to do business with the Company. A gift or favor should not be accepted or given if it might create a sense of obligation or compromise your professional judgment.

Corporate Opportunities

Employees owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. Therefore, employees are prohibited from taking for themselves personally opportunities that properly belong to the Company or from using Company property for personal gain.

Responsibility to Others

Customers

Each employee has important responsibilities to the Company's customers. While some employees are closer to customers than others, every employee should think in terms of how the Company's customers feel about how it conducts business, and you should act accordingly. Customers depend on you to be true to your word. Nothing undermines the Company's reputation faster than misrepresenting itself. Simply put, those who do business with the Company deserve honest, accurate and clear communication. They also deserve and need to know that the Company keeps its promises. Equally, customers and suppliers need to be aware of the Company's standards and expectations regarding ethics and business integrity, and should be encouraged to help uphold them.

Communities

The Company is privileged to do business in many communities around the country, and must act responsibly in those communities. This means conducting operations with professional care.

Fair Dealing

U.S. Concrete is committed to dealing fairly with its customers, suppliers, competitors and employees. No employee may take unfair advantage of anyone through manipulation, concealment, abuse of confidential information, misrepresentation of material facts or other unfair dealing practice. The Company will compete for business aggressively and honestly. You must not make false or misleading claims about the Company's products or services, nor should you do so about the products and services of the Company's competitors.

The Company believes in doing business with those who embrace and demonstrate high standards of business conduct. The Company will not look favorably on customers or suppliers that have a history of violating the law, including environmental, employment or safety laws. Those that knowingly seek to have Company employees violate this *Code* will be subject to appropriate sanctions, including the possible cancellation of all current and future business.

Purchasing Practices

U.S. Concrete's policy is to purchase all goods and services on the basis of price, quality, availability, terms and service, and in accordance with management's authorization. All purchasing decisions will be based on the value realized by the Company and in alignment with its business standards and goals. Agreements should be written and set forth expectations for all parties.

Responsibility to Government and the Law

Compliance with Applicable Laws and Regulations

While U.S. Concrete is involved in highly competitive business activities and hence must compete vigorously for market share and the maximization of profits, the Company must also do so in compliance with all laws and regulations applicable to its activities. No employee may at any time take any action on behalf of the Company that he or she knows, or has reason to suspect, violates any applicable law or regulation. Although this *Code* and other Company policies and procedures may not address a specific law, regulation or compliance

situation, ignorance is not an acceptable excuse for non-compliance. The Company's strict compliance policy extends, therefore, not just to those areas set forth below and elsewhere in this Code, but also to all other applicable laws and regulations. If you have any hesitation or question about the legality of a situation, you must contact U.S. Concrete's General Counsel immediately for further guidance.

Antitrust and Fair Competition

It is the Company's policy and the responsibility of each employee to comply with the federal and state antitrust laws. Employees must avoid price fixing, customer and market allocations, bid rigging and other arrangements with competitors that are unlawful *per se*, and they may never exchange sensitive business information with competitors. Unless the information is publicly available, employees should avoid discussing the following subjects with any competitor: prices, terms or conditions of sale; credit terms, discounts, profits, profit margins or costs; shares of the market; distribution practices; bids on contracts or jobs; sales territories; selections, rejections or terminations of customers; or any other matters where an agreement with a competitor would be inconsistent with the complete freedom of action of the Company in the conduct of its business. Representatives of the Company must never engage in competitive conduct that cannot be justified by sound business considerations wholly apart from its effect on any injured competitor. If you are unsure whether a contemplated action might violate any of the antitrust laws, you must review it with U.S. Concrete's General Counsel prior to implementation.

Environment

All aspects of the Company's operations are subject to comprehensive federal, state and local environmental regulation. It is the Company's policy to comply fully with the lawful terms and conditions of all permits and authorizations, and with the provisions of all applicable environmental laws and regulations. It is the responsibility of local management of each facility to maintain all required environmental permits and authorizations applicable to the operations under their control, to understand the terms and conditions of all such permits and authorizations, as well as applicable environmental laws and regulations, and to ensure good faith efforts to attain and maintain compliance therewith.

Bribery

No employee may make any bribe, kickback or other improper payment on his or her own behalf or on behalf of the Company in connection with any of its business.

Tax Laws

It is the policy of the Company to obey local, state and federal tax laws. No employee should on behalf of the Company enter into any transaction that the employee knows or has reason to suspect would violate such laws.

Political Activities

Political activities must be conducted on your own time and using your own resources. Political contributions by corporations in federal elections, whether by direct or indirect use of corporate funds or resources, are unlawful. While the limitations on political contributions by corporations in state elections vary from state to state, it is the Company's policy not to make any political contributions in such elections except with the prior approval of U.S. Concrete's Chief Executive Officer. While individual participation in the political process and in campaign contributions is proper and is encouraged by the Company, an employee's participation and involvement must be at their own time and expense unless state law requires otherwise. Similarly, an employee's contribution must not be made, or even appear to be made, with the Company's funds, or be reimbursed from the Company's funds, nor should the selection of a candidate or of a party be, or seem to be, coerced by the Company. Company employees are prohibited from using their positions to induce, coerce or in any way influence any person (including subordinates) to contribute time or money to any political party, to the campaign of any candidate for office or to any charitable activity.

Obtaining Help and Reporting Illegal or Unethical Behavior

Questions

If you have questions about this Code or other Company policies, procedures or practices not specifically covered by this Code, you should talk to your immediate supervisor. If for any reason you are uncomfortable speaking with your immediate supervisor, please talk to another member of management. Don't put it off. Time may be of the essence in avoiding a bigger problem. You can also seek advice and counsel from the General Counsel or other members of senior management of U.S. Concrete. In addition, you can use the confidential and anonymous Compliance Hotline referred to below.

Reporting Illegal or Unethical Behavior

You should promptly report all actual or potential violations of this Code or other illegal or unethical behavior you observe related to the Company's business (1) to your supervisor, (2) to the General Counsel or Director of Internal Audit of U.S. Concrete (each c/o U.S. Concrete, Inc., 2925 Briarpark, Suite 500, Houston, Texas 77042), (3) by telephone to the toll free Compliance Hotline number referred to below or (4) via email at compliance@us-concrete.com.

The Company encourages employees to work with their supervisors and other appropriate personnel when in doubt about the best course of action in a particular situation, and in reporting actual or potential illegal or unethical behavior. However, the Company recognizes that circumstances may arise in which employees would not feel comfortable bringing such concerns to the attention of their supervisors. Accordingly, you have the alternative means listed above for reporting your concerns. Reporting through the Compliance Hotline, which is explained in detail in the "Compliance Hotline" section of this Code, can be anonymous and is confidential.

Any employee who in good faith reports what he or she believes to be an actual or potential violation of this Code or other illegal or unethical behavior will not be subject to reprisal or retaliation as a result of making such a report. Even where reports are not made on an anonymous or confidential basis, the Company will endeavor to protect the confidentiality of the person making a report to the extent possible, consistent with law and Company policy and the requirements necessary to conduct an effective investigation. Allegations will be investigated by proper personnel and appropriate action taken. In order to facilitate implementation of this Code, employees have a duty to cooperate fully with the investigation process and to maintain the confidentiality of investigative information unless specifically authorized to disclose such information.

Compliance Hotline

Compliance Hotline
800-826-6762

Report confidentially and anonymously 24 hours a day

The Compliance Hotline is available for confidential and anonymous advice or reporting on actual or potential violations of this Code or other illegal or unethical behavior. The Compliance Hotline is a toll-free phone number that is available 24 hours a day, 365 days a year to speak anonymously with a hotline specialist. The hotline is administered by a third party who helps protect the person reporting actual or potential violations of this Code or

other unethical or illegal behavior. A written report of the call will be provided to the appropriate Company officials for follow-up and resolution, as well as to the Chair of the Audit Committee of the Board of Directors of U.S. Concrete.

If you call anonymously, you will be provided an identification number to use for call back. This will allow you to receive feedback and an update on your reported question or issue while maintaining anonymity and confidentiality.

Supervisory Personnel

Supervisors have key roles in the administration of this Code and are expected to demonstrate their personal commitment to the Company's standards of conduct and to manage their employees accordingly. Supervisors must immediately report to U.S. Concrete's General Counsel or Director of Internal Audit any concerns reported by their employees to them regarding actual or potential violations of this Code or other illegal or unethical behavior

Consequences of Violations

Employees will be held accountable for adherence to this Code. Failure to comply with any responsibilities established by this Code may result in disciplinary action and may also require restitution or reimbursement from the employee and referral of the matter to government authorities. Discipline may also be imposed for conduct that is considered unethical or improper even if the conduct is not specifically covered by this Code. The Company strives to impose discipline for each Code violation that fits the nature and particular facts of the violation. Discipline will vary depending on the circumstances and may include, alone or in combination, a letter of reprimand, demotion, suspension or even termination. Violations of this Code are not the only basis for disciplinary action. The Company has additional policies and procedures governing conduct.

As with all matters involving investigations of violations and discipline, principles of fairness and dignity will be applied. Any person charged with a violation of this Code will be given an opportunity to explain his or her actions before disciplinary action is taken.

Other Matters

Waivers for Officers and Directors

Waiver of any provision of this Code for U.S. Concrete's officers and directors must be approved by the Board of Directors and promptly will be disclosed as required by applicable law or regulation.

Periodic Review and Supplements

Change in laws and regulations that apply to the Company may require changes to this Code from time to time. Accordingly, the Company may adopt supplements and revisions to this Code from time to time without advance notice. These changes will become effective when they are adopted by the Board of Directors, and copies of them will be circulated as promptly as practicable to all recipients of this Code. Because all recipients must observe all requirements of applicable laws and regulations, failure to receive or review a copy of any supplement or revision will not be an acceptable excuse for a failure to comply with any applicable law or regulation.

The policies set forth in this Code supersede and replace any and all prior versions thereof.

Personal Commitment, Acknowledgement and Disclosure Form

Business Relationship Disclosure

Do you or any member of your family have a business relationship with the Company either as a potential competitor, supplier or customer?

Yes / No

If Yes, please describe the relationship. For example: My brother owns XYZ Construction company which purchases concrete from the Company; I own a XYZ, a trucking company which hauls aggregate for the Company; My husband is a painting contractor who has performed work for the Company, etc.

Personal Commitment and Acknowledgement

I acknowledge that I have received and read the U.S. Concrete *Code of Ethics and Business Conduct* (the "Code") and understand my obligations to comply with the Code.

I understand that my agreement to comply with the Code does not constitute a contract of employment.

Signature

Printed Name

Position

Department or Operating Unit

Location

Date

This signed and completed form must be returned to your supervisor within 30 days of receiving the Code.