

**U.S. CONCRETE, INC. NOMINATING AND  
CORPORATE GOVERNANCE COMMITTEE CHARTER**

(As amended February 2007.)

**Role**

The Nominating and Corporate Governance Committee's role is to determine director nominees for election to the Company's Board of Directors, to identify and recommend candidates to fill vacancies on the Board, and to review, evaluate and recommend changes to the Company's Corporate Governance Guidelines.

**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; 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.

**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 and other matters relevant to the Committee's responsibilities to the next meeting of the Board. The Nominating and Corporate Governance 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, 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 Nominating and Corporate Governance Committee are as follows:

- Determine criteria to be used in selecting, reviewing and screening potential candidates to become Board members, taking into account all factors the Committee deems appropriate.
- Assist in identifying, interviewing and recruiting candidates for the Board.
- Before recommending an incumbent, replacement or additional director, review his or her qualifications, including capability, availability to serve and other relevant factors.
- Evaluate and recommend to the Board (i) director nominees for election of directors at each annual meeting of stockholders and any applicable special meeting of stockholders and (ii) the membership of each Board committee. In addition, the Committee shall recommend candidates to fill vacancies or new positions on the Board or Board committees, as necessary or advisable. However, if the Company is at any time legally required by contract or otherwise to provide any third party with the ability to nominate a director, the Committee need not evaluate or propose such nomination, unless required by contract or requested by the Board.
- Consider any nominations of director candidates validly made by stockholders.
- Form and delegate responsibilities to subcommittees of the Committee, as may be necessary or appropriate.
- Recommend to the Board modifications, as the Committee deems appropriate, to the Company's Corporate Governance Guidelines.
- Advise the Compensation Committee regarding the compensation paid to non-employee directors for annual retainers and meeting fees, if any.

Annually evaluate the Committee's performance, this Charter and the Company's Corporate Governance Guidelines.

**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.**