

Alliance Haulers Inc.
Form S-4
July 08, 2016
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As filed with the Securities and Exchange Commission on July 8, 2016

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

| Incorporation or Organization) | Classification Code Number) | Identification Number) |
|---------------------------------------|------------------------------------|-------------------------------|
| | 331 North Main Street | |
| | Euless, Texas 76039 | |
| | (817) 835-4105 | |

(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

Euless, 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, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

| | | |
|---|-----------------------------|---|
| Large accelerated filer " | Accelerated filer | x |
| Non-accelerated filer " (Do not check if a smaller reporting company) | Smaller reporting company " | |

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) "

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Unit | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee(1) |
|---|--------------------------------|---|--|--------------------------------------|
| 6.375% Senior Notes due 2024 | \$400,000,000 | 100.00% | \$400,000,000 | \$40,280 |
| Guarantees of 6.375% Senior Notes due 2024(2) | | | | None(3) |

(1) Calculated pursuant to Rule 457(f)(2) under the Securities Act of 1933, as amended.

(2) The Guarantors listed on Schedule A hereto will guarantee the notes being registered.

(3) Pursuant to Rule 457(n) under the Securities Act of 1933, as amended, no registration fee for the registration of the guarantees is required.

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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| Name | State or Other Jurisdiction of Incorporation or Organization | Standard Industrial Classification Code Number | I.R.S. Employer Identification Number |
|--|---|---|--|
| 160 East 22 nd 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 |

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| | | | |
|-----------------------------------|----------------------|------|------------|
| Right Away Redy Mix Incorporated | California | 3272 | 94-2294520 |
| Rock Transport, Inc. | California | 3272 | 94-2716696 |
| 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 Management Co., LLC | Delaware | 3272 | 27-1015638 |

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| Name | State or Other Jurisdiction of Incorporation or Organization | Standard Industrial Classification Code Number | I.R.S. Employer Identification Number |
|------------------------------------|---|---|--|
| 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 |
| 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.

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The information in this prospectus is not complete and may be changed. We may not exchange these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED JULY 8, 2016

PRELIMINARY PROSPECTUS

U.S. Concrete, Inc.
Offer to Exchange
up to \$400,000,000 of
outstanding 6.375% Senior Notes due 2024
for
up to \$400,000,000 of
6.375% Senior Notes due 2024
that have been registered
under the Securities Act of 1933, as amended

The exchange offer will expire at 11:59 p.m., New York City Time, on _____, 2016, unless we extend the exchange offer. We do not currently intend to extend the exchange offer. The exchange offer will be open for at least 20 business days.

We are offering to exchange up to \$400,000,000 aggregate principal amount of our new 6.375% Senior Notes due 2024 (the "Exchange Notes"), which have been registered under the Securities Act of 1933, as amended (the "Securities

Act), for an equal principal amount of our outstanding 6.375% Senior Notes due 2024 (the Initial Notes), issued in a private offering on June 7, 2016. We refer to the Exchange Notes and the Initial Notes collectively as the Notes. All references to the Initial Notes and the Exchange Notes include the related guarantees.

The Initial Notes are, and the Exchange Notes will be, jointly and severally and fully and unconditionally guaranteed by our existing and future restricted subsidiaries that guarantee obligations under our senior secured asset-based revolving credit facility (the Revolving Facility) or that guarantee certain of our other indebtedness or certain indebtedness of our restricted subsidiaries.

We will exchange all Initial Notes that are validly tendered and not validly withdrawn prior to the closing of the exchange offer for an equal principal amount of the Exchange Notes that have been registered.

You may withdraw tenders of the Initial Notes at any time prior to the expiration of the exchange offer.

The terms of the Exchange Notes to be issued are identical in all material respects to the terms of the Initial Notes, except the Exchange Notes will not contain transfer restrictions, registration rights, or provisions for additional interest.

The Exchange Notes, together with any Initial Notes not exchanged in the exchange offer, will constitute a single class of debt securities under the indenture governing the Notes (the Indenture).

The exchange of the Initial Notes will not be a taxable exchange for United States federal income tax purposes.

We will not receive any proceeds from the exchange offer.

No public market exists for the Initial Notes. We do not intend to list the Exchange Notes on any securities exchange and, therefore, no active public market is anticipated.

See Risk Factors beginning on page 15 for a discussion of factors that you should consider before tendering your Initial Notes.

Each broker-dealer that receives any Exchange Notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus meeting the requirements of the Securities Act (a prospectus) in connection with any resale of such Exchange Notes. The related letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of the Exchange Notes received in exchange for the Initial Notes where such Initial Notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, for a period of 180 days after the completion of the exchange offer (or until all participating broker-dealers have sold all of their Exchange Notes and the exchange offer has been completed), we will make this prospectus available to any broker-dealer for use in connection with any such resale. See Plan of Distribution.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is , 2016.

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This prospectus is part of a registration statement we filed with the Securities and Exchange Commission (the SEC). In making your investment decision, you should rely only on the information contained or incorporated by reference into this prospectus and in the accompanying letter of transmittal. We have not authorized anyone to provide you with any other information. We are not making an offer to sell these securities or soliciting an offer to buy these securities in any jurisdiction where an offer or solicitation is not authorized or in which the person making that offer or solicitation is not qualified to do so or to anyone whom it is unlawful to make an offer or solicitation. You should not assume that the information contained in this prospectus, as well as the information we previously filed with the SEC that is incorporated by reference herein, is accurate as of any date other than its respective date.

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This prospectus incorporates by reference important business and financial information about us that is not included or delivered with this prospectus. Copies of this information are available without charge to any person to whom this prospectus is delivered, upon written or oral request. Written requests should be directed to U.S. Concrete, Inc., Attention: Investor Relations, 331 North Main Street, Euless, Texas 76039 or by phone by calling (817) 835-4105.

In order to ensure timely delivery of the documents, you must make your requests to us no later than , 2016 (which is five business days prior to the expiration of the exchange offer, unless we extend the exchange offer). In the event that we extend the exchange offer, you must submit your request at least five business days before the expiration date of the exchange offer, as extended.

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WHERE YOU CAN FIND MORE INFORMATION

We currently file periodic reports and other information under the Securities Exchange Act of 1934, as amended, or the Exchange Act. Our SEC filings are available to the public over the Internet at the SEC's website at www.sec.gov. You may also read and copy any document we file with the SEC at the SEC's public reference room located at 100 F Street, N.E., Washington D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room and copy charges. Also, using our website, <http://www.us-concrete.com>, you can access electronic copies of documents we file with the SEC, including our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K and any amendments to those reports. Information on our website is not incorporated by reference into this prospectus. You may also request a copy of those filings, excluding exhibits, at no cost by writing to U.S. Concrete, Inc., Attention: Investor Relations, 331 North Main Street, Euless, Texas 76039 or by phone by calling (817) 835-4100.

INFORMATION INCORPORATED BY REFERENCE

The SEC allows us to incorporate by reference into this prospectus the information we provide in other documents filed by us with the SEC. The information incorporated by reference is an important part of this prospectus. Any statement contained in a document that is incorporated by reference into this prospectus is automatically updated and superseded if information contained in this prospectus, or information that we later file with the SEC, modifies and replaces this information. We incorporate by reference the following documents that we have filed with the SEC:

our Annual Report on Form 10-K for the year ended December 31, 2015, filed with the SEC on March 4, 2016, as amended by Amendment No. 1 to Annual Report on Form 10-K/A for the year ended December 31, 2015, filed with the SEC on April 27, 2016, including the portions of our Definitive Proxy Statement on Schedule 14A filed on April 1, 2016 and incorporated therein by reference;

our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016, filed with the SEC on May 6, 2016; and

our Current Reports on Form 8-K filed on January 14, 2016, February 2, 2016, April 27, 2016, May 20, 2016, May 24, 2016 and June 7, 2016.

We are also incorporating by reference additional documents that we file with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act on or after the date of this prospectus through the termination of the offering of the securities offered by this prospectus including any applicable documents we file after the initial date of the registration statement and prior to effectiveness. We are not, however, incorporating by reference any documents or portions thereof, that are not deemed filed with the SEC or any information furnished pursuant to Items 2.02 or 7.01 of Form 8-K or the exhibits relating to such items and furnished pursuant to Item 9.01 of Form 8-K.

You may request a copy of this prospectus or any of the incorporated documents (excluding exhibits, unless the exhibits are specifically incorporated) at no charge to you by writing to U.S. Concrete, Inc., Attention: Investor Relations, 331 North Main Street, Euless, Texas 76039 or by phone by calling (817) 835-4100.

INDUSTRY AND MARKET DATA

We obtained the industry and market data used in, or incorporated by reference into, this prospectus from various third party sources, including periodic industry publications, data compiled by the United States Census Bureau and Fannie Mae, and industry reports produced by consultants and trade associations. These third party sources generally include a statement that the information contained therein has been obtained from sources believed to be reliable. However, industry and market data is subject to change and cannot always be verified with certainty due to limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties inherent in any statistical survey. We have not

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independently verified any of the data from third-party sources nor have we ascertained the underlying economic assumptions relied upon therein. As a result, you should be aware that industry, market and other similar data set forth herein, and estimates and beliefs based on such data, might not be accurate.

CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

Certain statements and information in this prospectus may constitute forward-looking statements. These forward-looking statements include, without limitation, statements concerning plans, objectives, goals, projections, strategies, future events or performance, and underlying assumptions and other statements, which are not statements of historical facts. In some cases, you can identify forward-looking statements by terminology such as may, will, intends, should, expect, plan, anticipate, believe, estimate, predict, potential or continue, the negative, or other comparable terminology. These forward-looking statements are based on our current expectations and beliefs concerning future developments and their potential effect on us. While management believes that these forward-looking statements are reasonable as and when made, there can be no assurance that future developments affecting us will be those that we anticipate. All comments concerning our expectations for future revenues and operating results are based on our forecasts for our existing operations and do not include the potential impact of any future acquisitions. Our forward-looking statements involve significant risks and uncertainties (some of which are beyond our control) and assumptions that could cause actual results to differ materially from our historical experience and our present expectations or projections.

Important factors that could cause actual results to differ materially from those in the forward-looking statements include, but are not limited to, those summarized below:

general economic and business conditions, which will, among other things, affect demand for new residential and commercial construction;

our ability to successfully identify, manage, and integrate acquisitions;

the cyclical nature of, and changes in, the real estate and construction markets, including pricing changes by our competitors;

governmental requirements and initiatives, including those related to mortgage lending or mortgage financing, funding for public or infrastructure construction, land usage, and environmental, health, and safety matters;

disruptions, uncertainties or volatility in the credit markets that may limit our, our suppliers' and our customers' access to capital;

our ability to successfully implement our operating strategy;

weather conditions;

our substantial indebtedness and the restrictions imposed on us by the terms of our indebtedness;

our ability to maintain favorable relationships with third parties who supply us with equipment and essential supplies;

our ability to retain key personnel and maintain satisfactory labor relations; and

product liability, property damage, and other claims and insurance coverage issues.

Known material factors that could cause our actual results to differ from those in the forward-looking statements are those described in **Risk Factors** .

Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date hereof. We undertake no obligation to publicly update or revise any forward-looking statements after the date they are made, whether as a result of new information, future events or otherwise, except as required by federal securities laws.

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SUMMARY

This summary highlights selected information contained elsewhere in, or incorporated by reference into, this prospectus about us and the exchange offer. This summary does not contain all the information that is important to you. You should read the entire prospectus carefully, including the Risk Factors, as well as the financial statements and related notes thereto incorporated by reference into this prospectus. Unless the context otherwise requires or indicates, all references to U.S. Concrete, USCR, the Company, we, our and us refer to U.S. Concrete, Inc., a Delaware corporation, and its subsidiaries.

Our Company

We are a leading producer of ready-mixed concrete in select geographic markets in the United States. We operate our business through two primary reportable segments: ready-mixed concrete and aggregate products. Ready-mixed concrete is an important building material that is used in the vast majority of commercial, residential and public works construction projects. Aggregates are a raw material used in the production of ready-mixed concrete. We serve substantially all end markets of the construction industry in our select geographic markets. Our customers include contractors for commercial and industrial, residential, street and highway and other public works construction. Our ready-mixed concrete segment's revenue by end market for the twelve months ended March 31, 2016 was approximately 58% commercial and industrial, 28% residential and 14% street, highway and other public works.

We operate principally in northern Texas, western / southern Texas, northern California and the New York / New Jersey / Washington, D.C. area, with those markets representing approximately 27%, 13%, 28% and 31%, respectively, of our consolidated revenue for the twelve months ended March 31, 2016. We believe we are well-positioned for strong growth in these attractive regions. According to estimates from the Portland Cement Association (PCA), the states in which we operate represent a total of approximately 27% of the 2015 consumption of ready-mixed concrete in the United States, which favorably positions us to capture additional market share in this fragmented industry. Our consolidated revenue from continuing operations for the twelve months ended March 31, 2016 was \$1,048.4 million, of which we derived approximately 90.2% from our ready-mixed concrete segment, 3.5% from our aggregate products segment (excluding \$29.9 million sold internally) and 6.3% from our other operations. For the twelve months ended March 31, 2016, our net loss was \$4.9 million, our loss from continuing operations was \$4.2 million, and our Adjusted EBITDA (as defined herein) was \$141.2 million, of which we derived approximately 79% from our ready-mixed concrete operations, net of corporate allocations, 20% from our aggregate products operations and other operations related to aggregate products (including hauling operations, aggregates distribution, recycled aggregates, and lime slurries), net of intercompany eliminations and corporate allocations, and 1% from other operations, net of corporate allocations. See Summary Financial and Other Data for a reconciliation of Adjusted EBITDA to income (loss) from continuing operations.

As of March 31, 2016, we operated 146 standard ready-mixed concrete plants, 16 volumetric ready-mixed concrete facilities, 14 producing aggregates facilities, three aggregates distribution terminals, two lime slurry facilities and one recycled aggregates facility. During the twelve months ended March 31, 2016, these plants and facilities produced approximately 7.5 million cubic yards of ready-mixed concrete and 5.1 million tons of aggregates. We lease two other aggregates facilities to third parties and retain a royalty on production from those facilities. As of March 31, 2016, we operated 1,387 drum mixer trucks and 119 volumetric mixer trucks.

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Our Business

Our ready-mixed concrete segment engages principally in the formulation, production and delivery of ready-mixed concrete to our customers' job sites. We provide our ready-mixed concrete from our operations in Texas, northern California, New York, New Jersey, the Washington, D.C. area, Oklahoma and the U.S. Virgin Islands (USVI). Ready-mixed concrete is a highly versatile construction material that results from combining coarse and fine aggregates, such as gravel, crushed stone and sand, with water, various chemical admixtures and cement. We also provide services intended to reduce our customers' overall construction costs by lowering the installed, or in-place, cost of concrete. These services include the formulation of mixtures for specific design uses, on-site and lab-based product quality control and customized delivery programs to meet our customers' needs. We generally do not provide paving or other finishing services, which construction contractors or subcontractors typically perform.

Our standard ready-mixed concrete products consist of proportioned mixes we produce and deliver in an unhardened plastic state for placement and shaping into designed forms at the job site. Selecting the optimum mix for a job entails determining not only the ingredients that will produce the desired permeability, strength, appearance and other properties of the concrete after it has hardened and cured, but also the ingredients necessary to achieve a workable consistency considering the weather and other conditions at the job site.

Our aggregate products segment produces crushed stone, sand and gravel from 14 aggregates facilities located in New Jersey, Texas, Oklahoma and the USVI. We sell these aggregates for use in commercial, industrial and public works projects, as well as consume them internally in the production of ready-mixed concrete. We produced approximately 5.1 million tons of aggregates during the twelve months ended March 31, 2016, with Texas representing 52% and New Jersey representing 45% of the total production. We consumed 51% of our aggregates production internally and sold 49% to third-party customers during the same period. We believe our aggregates reserves provide us with additional raw materials sourcing flexibility and supply availability. In addition, we own sand pit operations in Michigan and one quarry in western Texas, both of which we lease to third parties and for which we receive royalties based on the volumes produced and sold during the terms of the leases.

Other products not associated with a reportable segment include our building materials stores, hauling operations, aggregates distribution terminals, lime slurry, ARIDUS® Rapid Drying Concrete technology, brokered product sales, recycled aggregates operation and concrete blocks.

We operate in select geographic markets and pursue attractive construction material categories where we have leading market positions. We maintain these positions by focusing on commercial projects with higher margins and by vertically integrating our operations, where practical. We also differentiate ourselves through our leadership in innovating new sustainable concrete building materials. We believe our focus on select geographic markets with favorable industry dynamics, disciplined pricing, accretive acquisitions and prudent balance sheet leverage distinguishes us from our competition and results in superior margin performance and industry-leading returns on capital.

Competitive Strengths

Favorable geographic markets with attractive fundamentals. We operate in favorable construction markets where we believe we have an advantage compared to our competitors given our ability to handle complex projects across a broad array of industry sectors. We have a large, high-quality asset base focused in the Texas/Oklahoma, northern California, New York/New Jersey, Washington, D.C. and USVI markets. Our management team believes we have a leading market position in all of our geographic markets, and estimates our overall market share based on cubic yards of volume of concrete produced in our key regions during the twelve months ended March 31, 2016 is approximately

30%.

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Our high-quality asset base is currently comprised of 82 ready-mixed concrete plants, 16 volumetric ready-mixed concrete plants and eight aggregates facilities in Texas / Oklahoma, 22 ready-mixed concrete plants in northern California, 38 ready-mixed concrete plants, four aggregates facilities, three aggregates distribution terminals and one recycled aggregates facility in New York / New Jersey / Washington, D.C., four ready-mixed concrete plants and two aggregates facilities in the USVI; as well as 1,387 operated drum mixer trucks and 119 operated volumetric mixer trucks. We believe the scale and quality of our asset base, in addition to our product differentiation, on-time deliveries, competitive all-in delivered cost, servicing and reliability differentiate us. These advantages also allow us to meet the needs of both large and small jobs for a wide range of clients in multiple end markets and to continue building market share in each of our regions through superior performance and customer service.

In addition to operating in geographic markets in which we believe we are well-positioned compared to our competitors, we focus on higher margin commercial and industrial construction, which represented 58% of our ready-mixed concrete segment's revenue for the twelve months ended March 31, 2016. Residential construction represented 28% of ready-mixed concrete segment's revenue for the twelve months ended March 31, 2016, while street, highway and other public works construction represented 14% of our ready-mixed concrete segment's revenue for the same period. According to FMI Corp., as of March 31, 2016, spending in all of our end markets is projected to grow over the next four years: from 2015 through 2019, non-residential building construction is expected to grow at a compound annual growth rate (CAGR) of approximately 5.6%, commercial office and retail building construction is expected to grow at a CAGR of approximately 4.8%, residential construction is expected to grow at a CAGR of approximately 5.1% and highway and street construction is expected to grow at a CAGR of approximately 3.1%. Additionally, continued growth in annual new non-residential construction is projected in all of our regional markets. According to Dodge Data and Analytics, annual new non-residential construction is expected to grow at a CAGR from 2015 through 2019 of approximately 2.9% in the San Francisco Metropolitan Statistical Area (MSA), approximately 1.7% in the Dallas-Fort Worth MSA, approximately 4.6% in the New York City MSA and approximately 3.3% in the Washington, D.C. MSA. Growth in our northern Texas market is largely driven by construction demand in the transportation, financial and other professional services and manufacturing sectors; growth in our northern California market is driven largely by the technology sector; and growth in our New York / New Jersey and Washington, D.C. markets is driven by the financial services and government sectors, respectively. We believe that our better-than-average growth is driven by key industry sectors within our markets, which generally benefit from year-round construction. Furthermore, we believe that our specific geographic markets currently exhibit healthy residential trends supported by a number of factors, including population growth, decreasing unemployment, low mortgage and other interest rates, rising home prices and increasing construction activity. According to the U.S. Census Bureau Building Permits Survey from 2014 to 2015, in the aggregate, the number of building permits in our markets grew 42.4% compared to 11.3% for the national average. The National Association of Home Builders projects national housing starts to grow at a CAGR of approximately 14% from 2015 through 2017. Additionally, residential construction is stabilizing and growing in regional markets where we have a leading position. According to Global Insight, as of February 2016, private, single-family housing starts are expected to grow at a CAGR from 2015 to 2019 of approximately 19.2% in California, 7.9% in Texas, 5.3% in New York/New Jersey and 14.3% in the Washington, D.C. area (including Virginia and Maryland).

Long-term diversified customer base across sectors and regions. We serve a diversified base of customers. Our management and sales personnel develop and maintain successful long-term relationships with our key customers. Key elements of our customer-focused approach include:

corporate-level marketing and sales expertise;

technical service expertise to develop innovative new branded products; and

training programs that emphasize successful marketing and sales techniques that focus on the sale of high-margin concrete mix designs.

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We estimate that the average length of our top 15 customer relationships is approximately 20 years. We further estimate that approximately 80% of our top 35 customers have relationships that extend past five years, with approximately 29% surpassing 20 years of loyalty. Our customer engagement model results in contractors returning year-after-year to us as a supplier they can trust. Despite our robust and loyal customer base, in 2015, no single customer or project accounted for more than 5% of our consolidated revenue and the 15 largest customers accounted for approximately 19% of our consolidated revenue. Our broad, yet targeted customer base enables us to develop an efficient and stable business model. We believe that by providing high-quality, reliable services and customized products and solutions, we are able to maintain important long-term relationships.

Top supplier to commercial projects with high margins. We provide alternative solutions for designers and contractors by offering value-added concrete products, such as color-conditioned, fiber-reinforced, steel-reinforced and high-performance concrete. We believe this innovation enhances our ability to compete for and win supply contracts for some of the largest and most prestigious commercial projects.

Some of the larger commercial projects we are working on include:

Selected Precedent Commercial Projects

| Project | Location | Cubic Yards | Status |
|------------------------------------|---------------------------|--------------------|---------------|
| LaGuardia Airport | Queens, New York | 350,000 | Backlog |
| Toyota North American Headquarters | Plano, Texas | 140,000 | In Progress |
| The Union Tower | Dallas, Texas | 110,000 | Backlog |
| Facebook NA-4 Data Center | Fort Worth, Texas | 100,000 | In Progress |
| San Antonio Village | Mountain View, California | 100,000 | In Progress |
| The Wharf | Washington, D.C. | 88,000 | In Progress |
| Dallas Love Field Parking Garage | Dallas, Texas | 80,000 | Backlog |
| Legacy West | Plano, Texas | 80,000 | In Progress |
| Apple Tantau | Cupertino, California | 80,000 | In Progress |
| Manhattan West Tower | Manhattan, New York | 70,000 | Backlog |

Note: LaGuardia Airport was a joint venture with two other suppliers

These types of projects have higher margins due to rigorous specifications, increased complexity, high customization requirements and significant volume capacity needs. We believe our focus on commercial projects and value-added construction materials has resulted in a favorable margin profile and premium price position that are among the highest in the industry today.

We also make a concerted effort to focus on environmental sustainability. We are a leader in the sustainable concrete market, and we expect domestic and global sustainable demand to continue to grow at attractive rates. According to the U.S. Green Building Council's Green Building Economic Impact Study dated September 2015, commercial green construction spending is expected to grow at a CAGR of approximately 9.8% from 2015 to 2018. In 2008, we launched our environmentally friendly concrete (EF Technology) initiative which promotes green building and construction. Our EF Technology ready-mixed concrete products replace a portion of the traditional cement components with reclaimed fly ash, slag and other materials, resulting in lower carbon dioxide emissions. We believe this technological approach leads to an environmentally superior and sustainable alternative to traditional ready-mixed concrete for our customers' consumption. We believe EF Technology reduces greenhouse gases and landfill space consumption and produces a highly durable product. Customers can also receive Leadership in Energy and

Environmental Design (LEED) credits for the use of this technology.

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We believe our use of technology creates a competitive advantage over smaller concrete producers and larger vertically integrated aggregates and cement companies that do not focus on technology as a first solution. We are positioned to take advantage of the growing demand for these products, which could result in an increase in our revenue and profits and expansion of our operating margins, as these higher-priced, value-added products are a lower-cost alternative to cement. Today, we are a charter member of the Carbon Leadership Forum and the first ready-mixed concrete company in North America to adopt and receive verified Environmental Product Declarations for our concrete mixes. We are also a supporter of the National Ready Mixed Concrete Association Green-Star program, a plant-specific certification program that utilizes an environmental management system based on a model of continual improvement.

Vertical integration into aggregates enhances the value chain. Our aggregates business primary focus is supplying our ready-mixed operations. This vertical integration helps generate higher overall corporate margins, which is a key reason we have focused on the acquisition of aggregates operations. We currently own 14 aggregates production facilities, one recycling operation and three import docks. We currently have over 130 million tons of owned and leased reserves. We believe vertical integration enhances our competitiveness and confers a strategic advantage by providing us with a stable supply of aggregates products, improving our overall purchasing power and increasing our precision in bidding for new projects. Our focus on vertical integration has allowed us to source approximately 35% of the aggregates used in our ready-mix concrete during the twelve months ended March 31, 2016 from internal production in the markets where we have aggregates reserves (i.e., New York, New Jersey and Texas). This internal sourcing has helped enhance our value chain and associated margins.

Successful track record of accretive acquisitions with significant consolidation pipeline. We have completed 19 ready-mixed concrete and aggregates acquisitions since 2014, and believe that sourcing, executing and integrating acquisitions is one of our core competencies. Our acquisitions have accelerated our Adjusted EBITDA growth evidenced by our having earned approximately 24% of our Adjusted EBITDA for the twelve months ended March 31, 2016 from businesses acquired since 2014.

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| Company | Location | Date | Description |
|---------------------------|------------------------------|-------------|--|
| Greco Brothers Concrete | Brooklyn, NY | Feb. 2016 | Two ready-mixed concrete plants 37 mixer trucks Strengthened position in New York metropolitan area |
| Heavy Materials | St. Thomas / St. Croix, USVI | Oct. 2015 | Three ready-mixed concrete plants and one block plant 32 mixer trucks Vertically integrated with two aggregates quarries; approximately 40 million tons of reserves and export capability |
| Spartan Concrete Products | St. Croix, USVI | Oct. 2015 | One ready-mixed concrete plant 16 mixer trucks Vertically integrated St. Croix with Heavy Materials aggregates supply |
| Wantage Stone | Wantage, NJ | Sep. 2015 | Single site quarry Furthered vertical integration in our New York and New Jersey operations |
| E & A Materials | Wichita Falls, TX | Aug. 2015 | Two sand and gravel facilities Vertically integrated operations around Wichita Falls and southern Oklahoma |
| DuBrook Concrete | Chantilly, VA | May 2015 | Three ready-mixed concrete plants 42 mixer trucks Expanded Washington, D.C. metro footprint into northern Virginia |
| Ferrara Bros. | New York, NY | Apr. 2015 | Six ready-mixed concrete plants 89 mixer trucks in NYC |