

This instrument prepared by:
John E. Hagefstration, Jr.
Bradley Arant Rose & White LLP
2001 Park Place, Suite 1400
Birmingham, Alabama 35203-2736

ASSIGNMENT OF LEASE

THIS ASSIGNMENT OF LEASE (this "Assignment"), is made effective the 31st day of December, 1999 between **VULCAN MATERIALS COMPANY**, a New Jersey corporation, whose address is 1200 Urban Center Parkway, Birmingham, Alabama 35242 ("Assignor") and **VULCAN CONSTRUCTION MATERIALS, LP**, a Delaware limited partnership, 1200 Urban Center Parkway, Birmingham, Alabama 35242 ("Assignee").

RECITAL:

Assignor is undergoing a corporate reorganization and transferring assets of its construction materials division to Assignee, including all of its interest in the lease agreements pertaining to the properties that are operated in the Midsouth, Southeast and Southwest divisions of Assignor, including but not limited to the lease described on **Schedule A** attached hereto (the "Lease").

NOW, THEREFORE, Assignor and Assignee do hereby agree, each with the other, as follows:


1. For and in consideration of the recital and the sum of Ten and No/100 Dollars (\$10.00), and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby **GRANT, BARGAIN, SELL, CONVEY, ASSIGN, TRANSFER, SET OVER and DELIVER** unto Assignee, its successors and assigns, all of Assignor's right, title and interest under and to the Lease.

2. Assignee hereby agrees to assume and perform all obligations and liabilities of Assignor under the Lease.

033090-1m wzw

Return to:

Corporation Service Company
P.O. Box 2969
Springfield, IL 62708
PH: 800-927-9801 Ext.5012


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IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be executed by their duly authorized officers effective as of the date first above written.


VULCAN MATERIALS COMPANY

By William F. Denson, III
William F. Denson, III
Senior Vice President-General Counsel and Secretary

VULCAN CONSTRUCTION MATERIALS, LP

By: Vulcan Materials Company
Its: General Partner

By William F. Denson, III
William F. Denson, III
Senior Vice President-General Counsel and Secretary


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STATE OF ALABAMA

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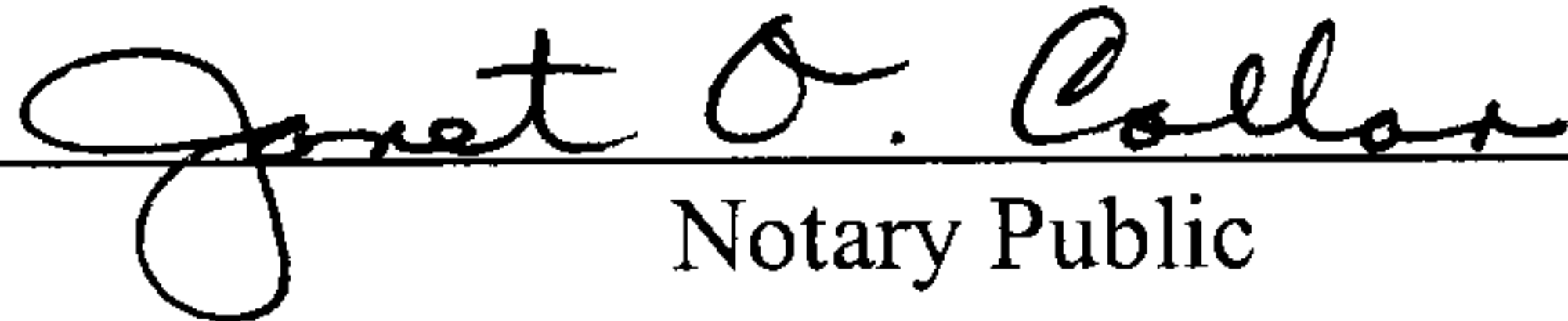
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JEFFERSON COUNTY

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I, the undersigned, a notary public in and for said county in said state, hereby certify that William F. Denson, III, whose name as Senior Vice President-General Counsel and Secretary of Vulcan Materials Company, a New Jersey corporation, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal this 31st day of December, 1999.


Notary Public

[NOTARIAL SEAL]

My commission expires: 10/17/02

STATE OF ALABAMA

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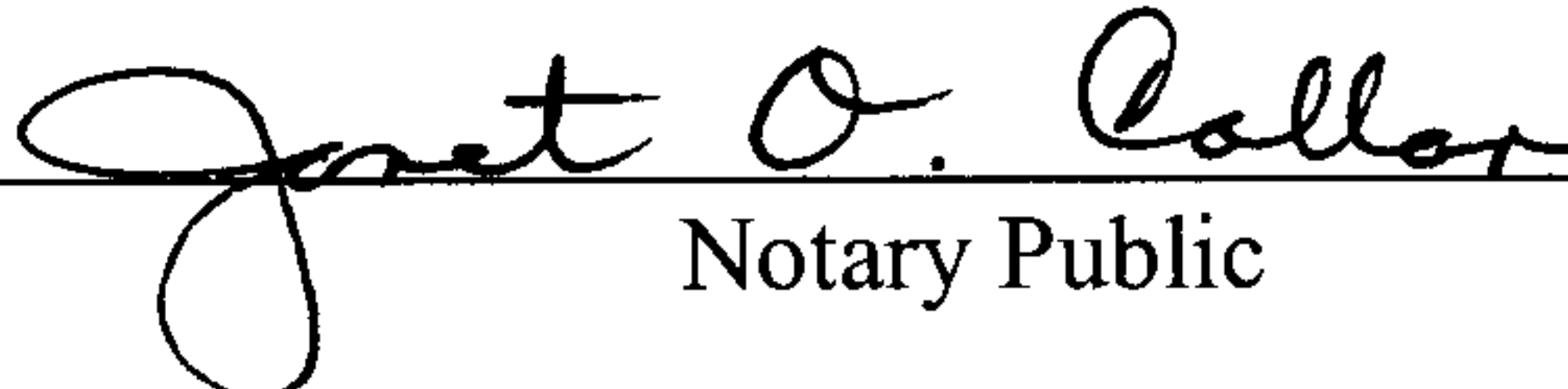
:

JEFFERSON COUNTY

)


I, the undersigned, a notary public in and for said county in said state, hereby certify that William F. Denson, III, whose name as Senior Vice President-General Counsel and Secretary of Vulcan Materials Company, a New Jersey corporation, as general partner of Vulcan Construction Materials, LP, a Delaware limited partnership, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation, acting in its capacity as general partner of said partnership for and as the act of said partnership.

Given under my hand and official seal this 31st day of December, 1999.


Notary Public

[NOTARIAL SEAL]

My commission expires: 10/17/02


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SCHEDULE A
DESCRIPTION OF ASSIGNED LEASE

LANDLORD: J. E. Bearden

TENANT: Vulcan Materials Company, Inc.

DATE OF LEASE: 08/03/68

RECORDING
INFORMATION: Recorded on 01/28/69, at Book 256, Pages 541-551, Shelby
County, Alabama

AMENDMENTS TO
LEASE AND
RECORDING INFORMATION: First Amendment dated 09/09/86; Second Amendment
dated 12/11/86

PRIOR ASSIGNMENTS OF
LEASE AND
RECORDING INFORMATION: NONE

PROPERTY: *See Exhibit A to Schedule A for a description of the Property*



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EXHIBIT A

more particularly described as follows,

to-wit:

PARCEL A: SE quarter of SE quarter, Section 10, Township 20, Range 3 West, EXCEPT the following tract a portion of which is used for cemetery purposes; Commencing at an iron pin marking the NW corner of the SE quarter of the SE quarter, Section 10, Township 20 South, Range 3 East, Shelby County, Alabama; thence south 02° 00 min. east a distance of 91.5 feet to a point on the south right-of-way line of Shelby County Road No. 17 and the point of beginning; from this point of beginning of the exception run thence south 02° 00 min. east along the west boundary of old cemetery a distance of 412.0 feet to a fence corner; thence run south 85° 00 min. east along an old fence line a distance of 325.00 feet to a fence corner; thence run north 07° 00 min. east along an old fence line a distance of 433.2 feet to a point on the south right-of-way line of Shelby County Road No. 17; thence run westerly along said south right-of-way line a distance of 395.5 feet to the point of beginning; said parcel containing 3.494 acres, more or less, in said exception. Oil and minerals and mining rights excepted.

PARCEL B: NE quarter of NE quarter, Section 15, Township 20, Range 3 West.



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EXHIBIT A

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PARCEL C: Begin at the NE corner of the SE quarter of NE quarter, Section 15, Township 20, Range 3 West and run thence south $02^{\circ} 00$ min. east a distance of 687.00 feet and along the east line of said quarter-quarter Section to a point marked by an iron pin; thence run north $64^{\circ} 04$ min. west a distance of 1499.5 feet to the NW corner of said quarter-quarter Section; thence run north $89^{\circ} 35$ min. east and along the north line of said quarter-quarter Section a distance of 1324.5 feet to the point of beginning. Oil and minerals and mining rights excepted.

PARCEL D: Begin at the NW corner of SW quarter of SW quarter, Section 11, Township 20 South, Range 3 West and run thence north $89^{\circ} 45$ min. east along the north line of said quarter-quarter Section a distance of 660.0 feet to an iron pin; thence run south $24^{\circ} 41$ min. West a distance of 1469.9 feet to the SW corner of said quarter-quarter Section; thence run north $02^{\circ} 00$ min. west along the west line of said quarter-quarter Section a distance of 1333.0 feet to the point of beginning. Oil and minerals and mining rights excepted.

All of the above parcels are conveyed subject to rights of way, easements and restrictions of record.



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"PARCEL E: Commencing at the Southwest corner of the Northeast 1/4 of the Southeast 1/4 of Section 10, Township 20-South, range 3-West; thence N-00°-30'-E, 696.9 feet; thence N-43°-13'-E, 153.0 feet; thence N-23°-05'-E, 220.4 feet; thence N-46°-23'-E, 46.8 feet; thence N-16°-12'-E, 170.2 feet; thence N-28°-03'-E, 133.5 feet; thence S-87°-55'-E, 1002.2 feet to the Northeast corner of the Southeast 1/4 of Section 10, thence N-0°-34'-E, 631.6 feet to the South right-of-way line of the Paramount Coal Company Number 4 Mine, thence continuing on said South right-of-way line, N-37°-40'-E, 457.1 feet to the P. C. of an eleven degree and 30 minute curve; thence N-38°-15'-E, 7.0 feet; thence N-48°-06'-E, 94.0 feet; thence N-36°-59'-W, 5.0 feet; thence N-57°-57'-E, 94.8 feet; thence N-67°-48'-E, 94.8 feet; thence N-77°-39'-E, 94.8 feet; thence N-87°-30'-E, 43.4 feet; thence S-89°-49'-E, 345.9 feet; thence along an eight degree curve N-89°-53'-E, 9.4 feet; thence N-82°-51'-E, 103.6 feet; thence N-75°-50'-E, 103.6 feet; thence N-68°-49'-E, 103.6 feet; thence N-61°-48'-E, 21.1 feet; thence N-00°-34'-E, 112.0 feet to the Northwest corner of the Southeast 1/4 of the Northwest 1/4 of Section 11; thence S-87°-55'-E, 578.6 feet to the West right-of-way of Alabama Highway No. 261; thence continuing on said West right-of-way line, S-32°-06'-W, 123.00 feet; thence S-30°-06'-W, 667.3 feet; thence along a two degree curve, 401.8 feet; thence S-38°-15'-W, 508.8 feet; thence along a three degree curve 504.8 feet; thence S-23°-25'-W, 448.1 feet; thence along a ten degree curve 291.3 feet; thence S-00°-34'-W, 103.0 feet; thence N-87°-55'-W, 1688.5 feet to the point of beginning; containing 105.02 acres, more or less, all being in the Northeast 1/4 of the Southeast 1/4 of Section 10, Township 20-South, Range 3-West; the Southeast 1/4 of the Northwest 1/4, Southwest 1/4 of the Northwest 1/4, Northwest 1/4 of the Southwest 1/4 of Section 11, Township 20-South, Range 3-West, Shelby County, Alabama."

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