

20111229000396240 1/6 \$38.00
Shelby Cnty Judge of Probate, AL
12/29/2011 03:20:21 PM FILED/CERT

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]

REBECCA L. RAMSTROM (404) 581-8253

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

**JONES DAY, Attn: A. Michael Lee, Esq.
1420 Peachtree Street N.E., Suite 800
Atlanta, Georgia 30309-3053**

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME

Vulcan Construction Materials, LP

OR

1b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

1c. MAILING ADDRESS

1200 Urban Center Drive

CITY

Birmingham

STATE

AL

POSTAL CODE

35242

COUNTRY

USA

1d. SEE INSTRUCTIONS

ADD'L INFO RE
ORGANIZATION
DEBTOR

1e. TYPE OF ORGANIZATION

LP

1f. JURISDICTION OF ORGANIZATION

Delaware

1g. ORGANIZATIONAL ID #, if any

2961982

☐ NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR

2b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

2c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

2d. SEE INSTRUCTIONS

ADD'L INFO RE
ORGANIZATION
DEBTOR

2e. TYPE OF ORGANIZATION

2f. JURISDICTION OF ORGANIZATION

2g. ORGANIZATIONAL ID #, if any

☐ NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME

OR

SunTrust Bank, as Administrative Agent

3b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

3c. MAILING ADDRESS

303 Peachtree Street, 23rd Floor

CITY

Atlanta

STATE

GA

POSTAL CODE

30308

COUNTRY

USA

4. This FINANCING STATEMENT covers the following collateral:

See Exhibit A attached hereto and made a part hereof for a description of the collateral.

The maximum principal amount of indebtedness secured by this financing statement is \$600,000,000 subject to an Alabama Department of Revenue mortgage tax allocation order.

This is an as-extracted collateral filing to be filed in the real property records of Shelby County, Alabama.

5. ALTERNATIVE DESIGNATION [if applicable]:	☐ LESSEE/LESSOR	☐ CONSIGNEE/CONSIGNOR	☐ BAILEE/BAILOR	☐ SELLER/BUYER	☐ AG. LIEN	☐ NON-UCC FILING
6. ☒ This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum [if applicable]	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [ADDITIONAL FEE] [optional]		☐ All Debtors	☐ Debtor 1	☐ Debtor 2	
8. OPTIONAL FILER REFERENCE DATA						

To be filed in the Real Estate Records of Shelby County, Alabama (Calera Quarry) 566957-640035

FILING OFFICE COPY — UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

DEUCC1PNAT - 12/17/2002 C T System Online

040393-2

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

OR	9a. ORGANIZATION'S NAME Vulcan Construction Materials, LP		
	9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (11a or 11b) - do not abbreviate or combine names

OR	11a. ORGANIZATION'S NAME				
	11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
11c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY
11d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL ID #, if any ☐ NONE	

12. ☐ ADDITIONAL SECURED PARTY'S or ☐ ASSIGNOR S/P'S NAME - insert only one name (12a or 12b)

OR	12a. ORGANIZATION'S NAME				
	12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
12c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY

13. This FINANCING STATEMENT covers ☐ timber to be cut or ☒ as-extracted collateral, or is filed as a ☐ fixture filing.

14. Description of real estate:

See Exhibit B attached hereto and made a part hereof

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

Vulcan Materials Company
1200 Urban Center Drive
Birmingham, Alabama 35242

16. Additional collateral description:

17. Check only if applicable and check only one box.

Debtor is a ☐ Trust or ☐ Trustee acting with respect to property held in trust or ☐ Decedent's Estate

18. Check only if applicable and check only one box.

- ☐ Debtor is a TRANSMITTING UTILITY
- ☐ Filed in connection with a Manufactured-Home Transaction — effective 30 years
- ☐ Filed in connection with a Public-Finance Transaction — effective 30 years

FILING OFFICE COPY — UCC FINANCING STATEMENT ADDENDUM (FORM UCC1Ad) (REV. 05/22/02)

20111229000396240 2/6 \$38.00
Shelby Cnty Judge of Probate, AL
12/29/2011 03:20:21 PM FILED/CERT

EXHIBIT A

DEBTOR/GRANTOR:	SECURED PARTY:
As listed on the UCC financing statement	SunTrust Bank, in its capacity as Administrative Agent on behalf of the Lender Group (together with its successors and assigns, the " <u>Administrative Agent</u> ") 303 Peachtree Street, N.E., 23rd Floor Atlanta, Georgia 30308

Description of Collateral:

All of Grantor's right, title and interest in and to the following to the extent located on, relating to, extracted from or otherwise pertaining to the real property described in Exhibit B attached hereto and made a part hereof, whether now or hereafter existing and whether now owned or hereafter acquired or arising (collectively, the "Collateral"):

- (a) all Accounts (as defined in the Uniform Commercial Code, the "UCC"), including, without limitation, As-Extracted Collateral (as defined in the UCC) which constitutes Accounts;
- (b) all Inventory (as defined in the UCC), including, without limitation, As-Extracted Collateral which constitutes Inventory; and
- (c) all of the products and Proceeds (as defined in the UCC) of any of the foregoing.

R5913118

EXHIBIT "B"



20111229000396240 4/6 \$38.00
Shelby Cnty Judge of Probate, AL
12/29/2011 03:20:21 PM FILED/CERT

Two (2) acres in the northeast corner of the S 1/2 of the NW 1/4 of the NE 1/4 of Section 8, Township 22 South, Range 2 West, more particularly described as follows: Commence at the northeast corner of the S 1/2 of said quarter-quarter section; thence west along the north line of the S 1/2 of said quarter-quarter section a distance of 418 feet; thence south and parallel with the east line of the S 1/2 of said quarter-quarter section a distance of 209 feet; thence east and parallel with the north line of the S 1/2 of said quarter-quarter section a distance of 418 feet to the east line of the S 1/2 of said quarter-quarter section; thence north along said east line a distance of 209 feet to the point of beginning.

2011 6081
Recorded in the Above
UCC Book & Page
12-27-2011 01:59:05 PM
W. Hardy McCollum - Probate Judge
Tuscaloosa County, Alabama

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]

REBECCA L. RAMSTROM (404) 581-8253

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

JONES DAY, Attn: A. Michael Lee, Esq.
1420 Peachtree Street N.E., Suite 800
Atlanta, Georgia 30309-3053



20111229000396240 5/6 \$38.00
Shelby Cnty Judge of Probate, AL
12/29/2011 03:20:21 PM FILED/CERT

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME				
Vulcan Construction Materials, LP				
OR				
1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS		CITY	STATE	POSTAL CODE COUNTRY
1200 Urban Center Drive		Birmingham	AL	35242 USA
1d. SEE INSTRUCTIONS	ADDL INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION LP	1f. JURISDICTION OF ORGANIZATION Delaware	1g. ORGANIZATIONAL ID #, if any 2961982 ☐ NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME				
OR				
2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS		CITY	STATE	POSTAL CODE COUNTRY
2d. SEE INSTRUCTIONS	ADDL INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any ☐ NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME				
SunTrust Bank, as Administrative Agent				
OR				
3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS		CITY	STATE	POSTAL CODE COUNTRY
303 Peachtree Street, 23rd Floor		Atlanta	GA	30308 USA

4. This FINANCING STATEMENT covers the following collateral:

See Exhibit A attached hereto and made a part hereof for a description of the collateral.

The maximum principal amount of indebtedness secured by this financing statement is \$600,000,000 subject to an Alabama Department of Revenue mortgage tax allocation order.

This is an as-extracted collateral filing to be filed in the real property records of Tuscaloosa County, Alabama.

% of property located in Tuscaloosa County 90%

% of property located in Bibb County 10%

5. ALTERNATIVE DESIGNATION (if applicable)	LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	BAILEE/BAILOR	SELLER/BUYER	AG LIEN	NON-UCC FILING
6. ☒ This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Affidavit (if applicable)	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (ADDITIONAL FEE) (optional)		All Debtors		Debtor 1	Debtor 2

8. OPTIONAL FILER REFERENCE DATA

To be filed in the Real Estate Records of Tuscaloosa County, Alabama (Tuscaloosa Quarry) 566957-640035

FILING OFFICE COPY — UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

DEUCCIPNAT - 12/17/2002 C T System Online



20111229000396240 6/6 \$38.00
Shelby Cnty Judge of Probate, AL
12/29/2011 03:20:21 PM FILED/CERT

Tuscaloosa County Probate Office

Instrument Recording Receipt

Book: UCC

Inst: UCC-1 Financing Statement

Book/Page: 2011 / 6081

Mortgage Tax	45720.00
Probate Judge Fee	2.00
Recording Fee	22.00
Recording Fee	6.00
Total Fees :	\$ 45750.00

Total Due :	\$ 45750.00
Cash Paid :	\$ 30.00
Checks Paid:	\$ 45720.00
Total Paid :	\$ 45750.00

Change Due :	\$ 0.00
--------------	---------

Have a Nice Day

W. Hardy McCollum - Probate Judge

Term/Cashier: SCAN1 / Klatner

Tran: 10378.650901.823408

Printed: 12-27-2011 01:59:10 PM

Other County Tax

Book: UCC

Book/Page: 2011 / 6081

MTG - Mortgage Tax	\$45720.00
PCT COUNTY	
1.50	Calhoun County
15.35	Colbert County
3.43	DeKalb County
2.40	Escambia County
1.70	Etowah County
4.77	Franklin County
2.56	Jackson County
10.74	Jefferson County
17.21	Lee County
4.38	Madison County
6.20	Morgan County
18.13	Shelby County
3.43	Talladega County
7.37	Tuscaloosa County
0.83	Wibb County

Printed: 12-27-2011 01:59:05 PM