

			\$r 12	2/29/2011	33:20:21 11	
OCC FINANCING FOLLOW INSTRUCTION A. NAME & PHONE OF COMB. REBECCA L. RA B. SEND ACKNOWLEDGE	ONTACT AT FILE MSTROM (MENT TO: (Name	CAREFULLY R [optional] 404) 581-8253 ne and Address)				
1420 Peach	Y, Attn: A. M tree Street N.I orgia 30309-3	· ·				
			THE ABOVE	SPACE IS FO	R FILING OFFICE U	SE ONLY
1. DEBTOR'S EXACT FOR TALL ORGANIZATION'S No. 1a. ORGANIZATION'S NO.	IAME		o) - do not abbreviate or combine names			
OR 16. INDIVIDUAL'S LAST	NAME	144.839 8.7.8	FIRST NAME	MIDDLE	NAME	SUFFIX
1c. MAILING ADDRESS	<u> </u>		CITY	STATE	POSTAL CODE	COUNTRY
1200 Urban Cente	er Drive		Birmingham	AL	35242	USA
1d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION	1f. JURISDICTION OF ORGANIZATION Delaware		NIZATIONAL ID #, if any	
2a. ORGANIZATION'S N		LEGAL NAME - insert only <u>one</u> o	debtor name (2a or 2b) - do not abbreviate or comb	oine names		
OR 2b. INDIVIDUAL'S LAST	NAME		FIRST NAME	MIDDLE	VAME	SUFFIX
2c. MAILING ADDRESS			CITY	STATE	POSTAL CODE	COUNTRY
2d. SEEINSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORG/	ANIZATIONAL ID #, if any	y NONE
3. SECURED PARTY'S		TOTAL ASSIGNEE of ASSIGNOR S/	P) - insert only <u>one</u> secured party name (3a or 3b)			
SunTrust Ban		trative Agent				
3b. INDIVIDUAL'S LAST			FIRST NAME	MIDDLE	NAME	SUFFIX
3c. MAILING ADDRESS	······································		CITY	STATE	POSTAL CODE	COUNTRY
303 Peachtree Str	eet, 23rd Floo	r	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 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 ESTATE RECORDS. Attach Addendum	[for record] (or recorded) i	in the REAL 7. Check to REQ (if applicable) [ADDITIONAL	UEST SEARCH REPOR FEET	RT(S) on Debtor(s) [optional]	All Debtors	Debtor 1 Debtor 2
O ODTIONAL CILED DEECDENCE DATA						

8. OPTIONAL FILER REFERENCE DATA

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

566957-640035

UCC FINANCING STATEMENT ADDENDUM FOLLOW INSTRUCTIONS (front and back) CAREFULLY Shelby Cnty Judge of Probate, AL 9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT 12/29/2011 03:20:21 PM FILED/CERT 9a. ORGANIZATION'S NAME Vulcan Construction Materials, LP 9b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME, SUFFIX 10.MISCELLANEOUS: THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY 11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (11a or 11b) - do not abbreviate or combine names 11a. ORGANIZATION'S NAME 11b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX 11c, MAILING ADDRESS STATE CITY POSTAL CODE COUNTRY 11d. SEEINSTRUCTIONS 11e. TYPE OF ORGANIZATION ADD'L INFO RE 11f. JURISDICTION OF ORGANIZATION 11g. ORGANIZATIONAL ID #, if any ORGANIZATION NONE DEBTOR ASSIGNOR S/P'S NAME - insert only one name (12a or 12b) ADDITIONAL SECURED PARTY'S or 12a. ORGANIZATION'S NAME 12b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX 12c. MAILING ADDRESS POSTAL CODE CITY STATE COUNTRY 13. This FINANCING STATEMENT covers timber to be cut or as-extracted 16. Additional collateral description: 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 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

Filed in connection with a Manufactured-Home Transaction — effective 30 years

Filed in connection with a Public-Finance Transaction — effective 30 years

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

Debtor is a TRANSMITTING UTILITY

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

Birmingham, Alabama 35242

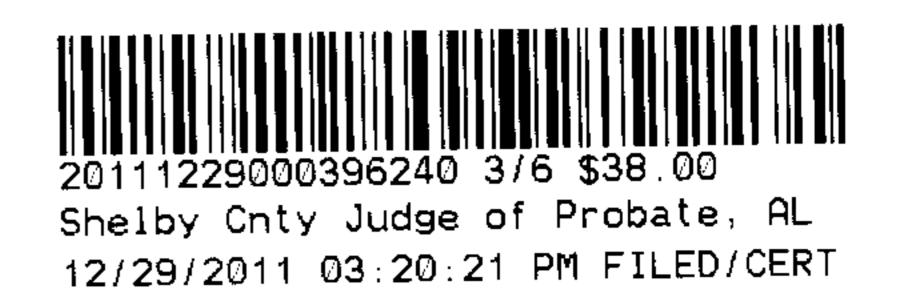


EXHIBIT A

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 "Administrative Agent") 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 <u>Exhibit B</u> attached hereto and made a part hereof, whether now or hereafter existing and whether now owned or hereafter acquired or arising (collectively, the "<u>Collateral</u>"):

- (a) all Accounts (as defined in the Uniform Commercial Code, the "<u>UCC</u>"), 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 Judse Tuscaloosa County, Alabama

UCC FINANCING STATEMENT FOLLOW INSTRUCTIONS (front and back) CAREFULLY 20111229000396240 5/6 \$38.00 A. NAME & PHONE OF CONTACT AT FILER [optional]

Shelby Cnty Judge of Probate, AL 12/29/2011 03:20:21 PM FILED/CERT

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

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		DEBTOR	LP	Delaware	2961	982	PACINE
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		DEBTOR				· · · · · · · · · · · · · · · · · · ·	E KS I
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i	SunTrust Bank	c, as Adminis	rative Agent				
OR	3b. INDIVIDUAL'S LAST	NAME	······································	FIRST NAME	MIDDLE	NAME	SUFFIX
- l	and frice almanders.			CITY	STATE	POSTAL CODE	COUNTRY
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This is an as-extracted collateral filling 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 C	ONSIGNEE/CONSIGNOR	BAILEE/BAILOR	SELLERMUYER	AG. UEH	NONLICC FILHE
6. X INSTINANCING STATEMENT is to be ide	d for record) (or recorded) in the	HEAL 7. Clinick to REDI	IES SEARCH REPOR	T(S) on Cabtorial	All Debto's	Debter 1 Debter 2
8. OPTIONAL FILER REFERENCE DATA						

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



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

Tuscalousa County Probate Office

instrument Recording Receipt

Pook: UCC

Inst: UCC-1 Financing Statement Book/Page: 2011 / 6081

Mortgage Tax		45720.00
Probate Judge	Fee	2.00
Recording Fee Recording Fee		22,00
Total Fees:		6.00 45750.00
Total Due :		45750.00
Cash Paid: Checks Faid: Total Paid:		30.00 45720.00 45750.00
Change Due :		0.0 0
Have a Nice Da		

W. Hardy McCollum - Probate Judge

Term/Cashier: SCAN1 / klatmer Tran: 10378.650901.823408 Printed: 12-27-2011 01:59:10 PM

Other County Tax

Book: UCC Book/Page: 2011 / 6081

MTG - Mortgage Tay \$45720.0 PCT COUNTY 1.50 Calhoun County 15.35 Colbert County 3.43 DeXaib County 2.40 Escaubia County 1.70 Etowah County 4.77 Franklin County	
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10.74 Jefferson County	
17-21 Lee County	
4.38 Madison County	
6.20 Horgan County	
18.13 Shelby County	٠.
3.43 Talladeca County	
Juscalposa County	
0.93 Ribb County	

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