

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 <input type="checkbox"/> 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 <input type="checkbox"/> 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 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]:	<input type="checkbox"/> LESSEE/LESSOR	<input type="checkbox"/> CONSIGNEE/CONSIGNOR	<input type="checkbox"/> BAILEE/BAILOR	<input type="checkbox"/> SELLER/BUYER	<input type="checkbox"/> AG. LIEN	<input type="checkbox"/> NON-UCC FILING
6. <input checked="" type="checkbox"/> 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]		<input type="checkbox"/> All Debtors	<input type="checkbox"/> Debtor 1	<input type="checkbox"/> Debtor 2	
8. OPTIONAL FILER REFERENCE DATA						

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

042393-2

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:

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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 <input type="checkbox"/> 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):

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)



20111229000396410 2/8 \$42.00
Shelby Cnty Judge of Probate, AL
12/29/2011 03:38:12 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.

EXHIBIT "B"

RL11801



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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.

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, 631.8 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."



20111229000396410 6/8 \$42.00
Shelby Cnty Judge of Probate, AL
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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

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OR				
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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. <input checked="" type="checkbox"/> This FINANCING STATEMENT is to be filed (for record) (for recording) in the REAL ESTATE RECORDS. Attach Addendum if applicable.	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (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)

DEUCC1PNAT - 12/17/2002 C T System Online



20111229000396410 8/8 \$42.00
Shelby Cnty Judge of Probate, AL
12/29/2011 03:38:12 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
<hr/>	
Total Due :	\$ 45750.00
Cash Paid :	\$ 30.00
Checks Paid:	\$ 45720.00
Total Paid :	\$ 45750.00
<hr/>	
Change Due :	\$ 0.00

Have a Nice Day

W. Hardy McCallum - 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 Bibb County	

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