

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

POSTAL CODE

30308

STATE

GA

#### **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

1. DEBTOR'S EXACT F	ULL LEGAL NAME-	insert only <u>one</u> debtor name (1a or 1b	) - do not abbreviate or combine names				
1a. ORGANIZATION'S N	IAME	<u>-</u>					
Vulcan Constr	uction Materi	als, LP					
OR 16. INDIVIDUAL'S LAST	NAME		FIRST NAME	MIDDLE	NAME	SUFFIX	
1c. MAILING ADDRESS		CITY	STATE POSTAL CODE		COUNTRY		
1200 Urban Cente	1200 Urban Center Drive		Birmingham	AL	35242	USA	
1d. SEE INSTRUCTIONS	ADD'L INFO RE	1e. TYPE OF ORGANIZATION	1f. JURISDICTION OF ORGANIZATION	1g. ORG	1g. ORGANIZATIONAL ID #, if any		
	ORGANIZATION DEBTOR	LP	Delaware	2961982		NONE	
OR 2b. INDIVIDUAL'S LAST	NAME		FIRST NAME	MIDDLE	NAME	SUFFIX	
2c. MAILING ADDRESS	<u> </u>	<u> </u>	CITY	STATE	POSTAL CODE	COUNTRY	
2d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORG	ANIZATIONAL ID #, if any	NONE	
		TOTAL ASSIGNEE of ASSIGNOR S/	P) - insert only <u>one</u> secured party name (3a or 3b)				
3a. ORGANIZATION'S N		Fundamental Control of the France Control of					
SunTrust Ban	k, as Adminis	trative Agent					
3b. INDIVIDUAL'S LAST	NAME		FIRST NAME	MIDDLE	NAME	SUFFIX	

303 Peachtree Street, 23rd Floor 4. This FINANCING STATEMENT covers the following collateral:

3c. MAILING ADDRESS

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.

Atlanta

CITY

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

<u>5.</u>	ALTERNATIVE DESIGNATION (if applic	able]: LESSEE/LESSOR	CONSIGNEE/CONSIG	NOR BAILEE/BAILO	SELLER/BUYER	AG. LIEN	NON-UCC FILING
6.	This FINANCING STATEMENT is to ESTATE RECORDS. Attach Adde	oe filed (for record) (or recorded and um	i) in the REAL 7, Chec	k to REQUEST SEARCH R	EPORT(S) on Debtor(s) [optional]	All Debtors	Debtor 1 Debtor 2
8.	OPTIONAL FILER REFERENCE DATA						
-	To be filed in the Real Est	ate Records of Shell	by County, Alaba	ma (Helena Quai	rry) 566957-64	0035	

COUNTRY

USA

## 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 03:40:45 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 CITY POSTAL CODE STATE COUNTRY 11d. SEEINSTRUCTIONS ADD'L INFO RE 11e. TYPE OF ORGANIZATION 11f. JURISDICTION OF ORGANIZATION 11g. ORGANIZATIONAL ID #, if any ORGANIZATION DEBTOR NONE 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 CITY STATE POSTAL CODE 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 Construction Materials, L.P. 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

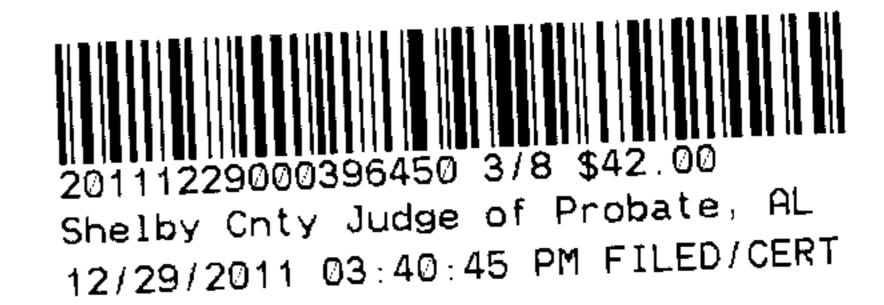
Filed in connection with a Public-Finance Transaction — effective 30 years

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 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 "<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.

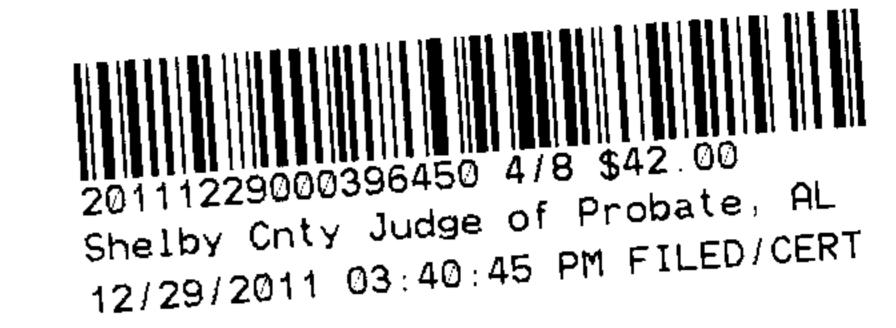


EXHIBIT "B"

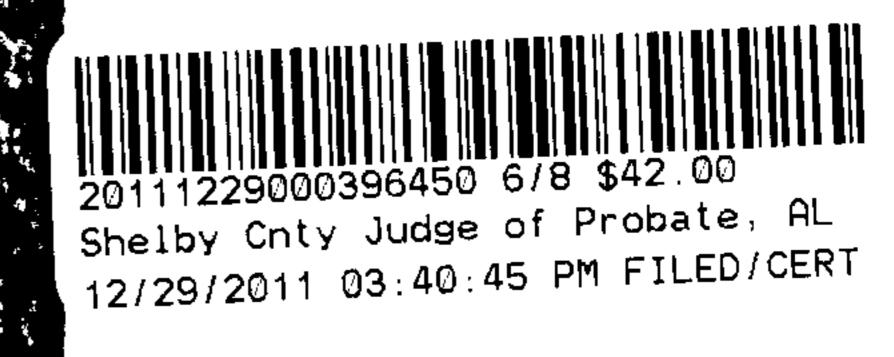
All of the limestone and dolomite lying in, on or under the NW 1/4 of Section 11, the East 1/2 of the SE 1/4 of Section 10, and the NE 1/4 of the NE 1/4 or Section 15, in Township 20 South, Range 3 West, together with the right to mine and remove all such limestone and dolomite.



20111229000396450 5/8 \$42.00 Shelby Cnty Judge of Probate, AL 12/29/2011 03:40:45 PM FILED/CERT

A parcel of land containing 111.567 acres, more or less, being all that portion of North Half of the North Half of Section 11 lying West of State Highway 261 and the Northeast Quarter of the Northeast Quarter of Section 10, both in Township 20 South, Range 3 West, Shelby County, Alabama; being more particularly described as follows with a bearing basis being an assumed bearing for the North line of Section 11;

Commence and begin at a three inch capped pipe found at the Northwest Corner of the Northwest Quarter of the Northwest Quarter of Section 11, Township 20 South, Range 3 West, Shelby County, Alabama; thence run an assumed bearing of North 90°00'00" East 1322.19 feet to a three inch capped pipe found; thence continue North 9000'00" East 1373.73 feet to a 1/2 inch rebar set (all set with a "CAE 00010" imprinted on a yellow cap) on the Westerly right-of-way line of Alabama Highway 261; thence South 24°03'41" West 397.44 feet along said West right-of-way line to a ½ inch rebar set at the PC of a curve to the right, concave Westerly with a radius of 2824.79 feet, a central angle of 9'02'00", a chord bearing of South 28°34'40" West and a chord length of 444.87 feet; thence continue Southerly, then Southwesterly along the arc of the said curve 445.33 feet, being along said West right-of-way line to a 1/2 inch rebar set; thence continue South 33°28'16" West along said West right-of-way line 520.10 feet to a ½ inch rebar set at the PC of a curve to the left, concave Easterly with a radius of 2904.79 feet, a central angle of 3'14'46", a chord bearing of South 31'28'16" West and a chord length of 164.55 feet; thence continue Southwesterly, then Southerly along the arc of said curve 164.57 feet, being along said West right-of-way line to a ½ inch rebar set; thence leaving said right-of-way line, South 89'55'57" West 592.34 feet to a 5/8 inch rebar found; thence South 89°58'05" West 1320.44 feet to a 1 1/2 inch open pipe found; thence South 89"46'37" West 1318.68 feet to a 5/8 inch rebar found; thence North 1°33'06" West 1331.61 feet to a three inch capped pipe found; thence North 89°47'28" East 1316.35 feet to the Point of Beginning.





Inat part or the Excluded Land lying West of Highway 261 is cross-hatched in yellow.

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**

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20111229000396450 7/8 \$42.00 Shelby Cnty Judge of Probate, AL

12/29/2011 03:40:45 PM FILED/CERT

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<b>○</b> □	Vulcan Constr	uction Mater	ints, LP					
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7c. 4	MUNG ACORESS	**************************************		CITY	······································	STATE	POSTAL CODE	COUNTRY
12	00 Urban Cente	er Drive		Birmingham		AL	35242	USA
1d <u>\$</u>	EE INSTRUCTIONS	ADD'L INFO RE	14. TYPE OF ORGANIZATION	II. JURISCHICTION OF ORGANIZATION		19, ORGANIZATIONAL ID #, # eny		
		ORGANIZATION DEBTOR	1 LP	Delaware		2961	982	Trans
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7.0°	24 ORGANIZATIONS I	WARE					***************************************	······································
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OR	2b. INDIVIDUAL'S LAST NAME		<del>tieldinalen 222</del>	FIRST NAME		MIDDLE NAME		SUITIX
76. N	IAR ING ADDRESS	~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~	······································	СПҮ	······································	STATE	POSTAL CODE	CCLAMIRY
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	Da. ORGADNZATION S N	IAME	#4** <del>**********************************</del>		and a same and a same same		**************************************	-
	SunTrust Band	k. as Adminis	trative Agent					
OR	36. INDIVIDUAL'S LAST	NAME		FIRST NAME	~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~	MIDDLE	NAME	SUFFIX
								Manager of Manager
); k	iar en adimess			CITY	······································	STATE	POSTAL CODE	COUNTRY
303	B Peachtree Str	eet. 23rd Floo	r	Atlanta		GA	30308	USA

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 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

4. This FINANCING STATEMENT covers the following colleteral:

5. ALTERNATIVE DESIGNATION [# applicable] LESSEE/LESSOR CONSIGNEE/CONSIGNOR BAILEE/BAILOR SELLER/BL	YER AC LIEN NON-UCC FILING
6. X This FINANCING STATEMENT is to be ided for recorded in the REAL 7. Clieck to REQUEST SEARCH REPORT(S) on Cabler 1. X ESTATE RECORDS Attach Addendum (applicable) (ADDITIONAL FEE) (Optional)	
8. OPTIONAL FILER REFERENCE DATA	
To be filed in the Real Estate Records of Tuscaloosa County, Alabama (Tuscaloosa Quarry)	566957-640035



20111229000396450 8/8 \$42.00 Shelby Cnty Judge of Probate, AL 12/29/2011 03:40:45 PM FILED/CERT

# Tuscalousa County Probate Office

Instrument Recording Receipt

Pooks 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 Faid:	45720.00
	45750.00
Change Due:	0.00
Have a Nice Day	

W. Hardy McCollum - Probate Judge

Term/Cashier: SCAN1 / klatner Tran: 10378.650901.823408 Printed: i2-27-2011 01:59:10 PM Other County Tax

Book: UCC

Book/Page: 2011 / 6081

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15.3	Colbert County		
3.43	Dekalb County		
2.40	Escambla County		
1.70	Etowah County		
4.77	Franklin County		
2.56	Jackson County		
10.74	Jefferson County	: :··	
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