

EXHIBIT B

Declaration of Stephen Goldstein

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

U.S. CONCRETE, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 10-11407 (PJW)
)
) Jointly Administered
)

**DECLARATION OF STEPHEN GOLDSTEIN IN SUPPORT OF THE APPLICATION
FOR ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT
AND RETENTION OF LAZARD FRÈRES & CO. LLC AS INVESTMENT BANKER
AND FINANCIAL ADVISOR TO U.S. CONCRETE, INC., *ET AL.*,
NUNC PRO TUNC TO THE PETITION DATE**

I, Stephen Goldstein, being duly sworn according to law, upon his oath, deposes and says:

1. I am a Managing Director of the firm Lazard Frères & Co. LLC ("Lazard"), which has its principal office at 30 Rockefeller Plaza, New York, New York 10020. I am authorized to execute this declaration on behalf of Lazard. Unless otherwise stated in this

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal tax identification number, if any, include: U.S. Concrete, Inc. (6680); Alberta Investments, Inc. (1497); Alliance Haulers, Inc. (3236); American Concrete Products, Inc. (3187); Atlas Redi-Mix, LLC (3123); Atlas-Tuck Concrete, Inc. (1542); Beall Concrete Enterprises, LLC (3536); Beall Industries, Inc. (2872); Beall Investment Corporation, Inc. (9865); Beall Management, Inc. (9839); Breckenridge Ready Mix, Inc. (2482); Central Concrete Supply Co., Inc. (1859); Central Precast Concrete, Inc. (9358); Concrete Acquisition III, LLC (5638); Concrete Acquisition IV, LLC (5720); Concrete Acquisition V, LLC (5777); Concrete Acquisition VI, LLC (5840); Concrete XXXIII Acquisition, Inc. (6120); Concrete XXXIV Acquisition, Inc. (6167); Concrete XXXV Acquisition, Inc. (6206); Concrete XXXVI Acquisition, Inc. (6240); Eastern Concrete Materials, Inc. (1165); Hamburg Quarry Limited Liability Company (3592); Ingram Concrete, LLC (6753); Local Concrete Supply & Equipment, LLC (6597); Master Mix Concrete, LLC (0135); Master Mix, LLC (8532); MG, LLC (9279); NYC Concrete Materials, LLC (0666); Pebble Lane Associates, LLC (6520); Redi-Mix Concrete, L.P. (4765); Redi-Mix GP, LLC (N/A); Redi-Mix, LLC (6751); Riverside Materials, LLC (3588); San Diego Precast Concrete, Inc. (6282); Sierra Precast, Inc. (4227); Smith Pre-Cast, Inc. (0673); Superior Concrete Materials, Inc. (6503); Titan Concrete Industries, Inc. (6374); U.S. Concrete On-Site, Inc. (0662); USC Atlantic, Inc. (6002); USC Management Co., LLC (6749); USC Payroll, Inc. (0665); and USC Technologies, Inc. (6055). The location of the debtors' corporate headquarters and the debtors' service address is: 2925 Briarpark, Suite 1050, Houston, Texas 77042.

declaration, I have personal knowledge of the facts set forth herein.²

2. This declaration is being submitted in connection with the proposed employment and retention of Lazard as investment banker and financial advisor to the above-captioned debtors and debtors in possession (collectively, the “Debtors”), to perform services as set forth in the Debtors’ application to retain Lazard (the “Application”).³

3. Lazard is the U.S. operating subsidiary of a preeminent international financial advisory and asset management firm. Lazard, together with its predecessors and affiliates, has been advising clients around the world for over 150 years. Lazard has dedicated professionals who provide restructuring services to its clients.

4. The current managing directors, directors, vice presidents, and associates of Lazard have extensive experience working with financially troubled companies in complex financial restructurings out-of-court and in Chapter 11 proceedings. Lazard and its principals have been involved as advisor to debtor, creditor, and equity constituencies, and government agencies in many reorganization cases. Since 1990, Lazard’s professionals have been involved in over 250 restructurings, representing over \$1 trillion in debtor assets.

5. In connection with its proposed retention by the Debtors in these cases, Lazard undertook to determine whether Lazard had any conflicts or other relationships that might cause it not to be disinterested or to hold or represent an interest adverse to the Debtors. Specifically, Lazard obtained from the Debtors and/or their representatives the names of individuals and entities that may be parties-in-interest in these Chapter 11 cases (the “Potential Parties-in-Interest”) and such parties are listed on **Schedule 1** attached hereto. Lazard has researched its

² Certain disclosures herein relate to matters within the personal knowledge of other professionals at Lazard and are based on information provided by them.

³ Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

electronic client files and records to determine its connections with the Potential Parties-in-Interest. Pursuant to our engagement letter with U.S. Concrete, Inc., and its controlled subsidiaries, Lazard may continue to provide services to affiliates of the Debtors. To the extent that I have been able to ascertain that Lazard has been retained within the last three years to represent any of the other Potential Parties-in-Interest (or their apparent affiliates, as the case may be) in matters unrelated to these cases, such parties are listed on **Schedule 2** attached hereto. Lazard's representation of each entity listed on **Schedule 2** (or its apparent affiliate, as the case may be), however, was or is only on matters that are unrelated to the Debtors and these cases. Other than as listed on **Schedule 2**, I am unaware of any engagements of Lazard by the Potential Parties-in-Interest within the last three years. Given the size of Lazard and the breadth of Lazard's client base, it is possible that Lazard may now or in the future be retained by one or more of the Potential Parties-in-Interest in unrelated matters without my knowledge. To the extent that Lazard discovers any, or enters into any new, material relationship with Potential Parties-in-Interest, it will supplement this disclosure to the Court promptly.

6. In addition to the parties listed on **Schedule 2**, Lazard may also represent, or may have represented, affiliates of Potential Parties-in-Interest and Lazard may have worked with, continue to work with, and/or have mutual clients with, certain accounting and law firms who appear on the Potential Parties-in-Interest list. Lazard may also represent, or may have represented in the past, committees or groups of lenders or creditors in connection with certain restructuring or refinancing engagements, which committees or groups include, or included, entities that appear on the Potential Parties-in-Interest list.

7. Although we have researched the Potential Parties-in-Interest list, the Debtors may have customers, creditors, competitors, and other parties with whom they maintain business

relationships that are not included as Potential Parties-in-Interest and with whom we may maintain business relationships. Additionally, as noted above, Lazard is the U.S. operating subsidiary of an international financial advisory and asset management firm and thus has several legally separate and distinct affiliates. Although it is possible that employees of certain affiliates may assist Lazard in connection with Lazard's engagement, as Lazard is the only entity being retained by the Debtors, we have researched only the electronic client files and records of Lazard, not of all of its affiliates, to determine connections with any Potential Parties-in-Interest.

8. Lazard also has an asset management affiliate, Lazard Asset Management LLC ("LAM"). While Lazard receives payments from LAM generated by LAM's business operations, LAM is operated as a separate and distinct affiliate and is separated from Lazard's other businesses, including Lazard's financial advisory services group and its managing directors and employees advising the Debtors, by an ethical wall. As part of its regular business operations, LAM, may act as investment advisor for or trade securities (including in discretionary client accounts, and through LAM's operation of hedge funds and mutual funds, in which cases investment decisions are made by LAM), including on behalf of creditors, equity holders, or other parties in interest in these cases, and Lazard or its affiliates, managing directors, and employees. Some of these LAM accounts and funds may now or in the future hold debt or equity securities of the Debtors or the Debtors' creditors, equityholders, or other parties-in-interest in these cases, and LAM may have relationships with such parties. Lazard has in place compliance procedures to ensure that no confidential or non-public information concerning the Debtors has been or will be available to employees of LAM.⁴

⁴ Effective May 10, 2005, Lazard transferred its alternative investments business (which includes fund management and investment) and capital markets business (which includes equity research, syndicate, sales and trading) to new privately-held companies, Lazard Alternative Investments LLC ("LAI") and Lazard Capital Markets LLC ("LCM"), respectively, which are neither owned nor controlled by Lazard. LAI and LCM are

9. Other than as disclosed herein, Lazard has no relationship with the Debtors of which I am aware after due inquiry.

10. Lazard has provided and agrees to continue to provide assistance to the Debtors in accordance with the terms and conditions set forth in the application, the Lazard engagement letter, and the related indemnification letter, which is attached to the application as **Exhibit A**. Accordingly, I make this Declaration in support of an order authorizing such retention.

11. It is the intention of Lazard to seek compensation for its services as described in the Application and the Engagement Letter in accordance with the Bankruptcy Code, the Bankruptcy Rules, the United States Trustees' Guidelines, and any and all rules of this Court.

12. Lazard charges its clients for reasonably incurred, out-of-pocket expenses associated with an assignment. Except as necessary to comply with an applicable Administrative Order, all such expense billings are in accordance with Lazard's customary practices.

13. Based upon the foregoing, I believe Lazard is disinterested as defined in section 101(14) of the Bankruptcy Code and does not hold or represent an interest materially adverse to the Debtors or their estates.

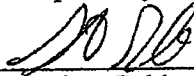
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owned and operated by LFCM Holdings LLC ("**LFCM**"), which is owned in large part by Lazard managing directors. LFCM is separate from Lazard and its businesses, including its financial advisory services group and its managing directors and employees advising the Debtors. [LFCM does not hold any proprietary interest in any of the Debtors' debt or equity securities. Potential Parties-in-Interest may be customers of LFCM or investors in funds managed by subsidiaries of LFCM and LCM may have acted as underwriter in connection with offerings by Potential Parties-in-Interest (to the extent LCM has so acted as underwriter in the last three years such parties have been listed on **Schedule 2**).

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

Dated: May 4, 2010

Respectfully submitted,



Stephen Goldstein
Managing Director, Lazard Frères & Co. LLC

Schedule 1

Subsidiaries & Affiliates

Alberta Investments, Inc.
Alliance Haulers, Inc.
American Concrete Products, Inc.
Atlas Redi-Mix, LLC
Atlas-Tuck Concrete, Inc.
B.W.B., Inc. of Michigan
Beall Concrete Enterprises, LLC
Beall Industries, Inc.
Beall Investment Corporation, Inc.
Beall Management, Inc.
Breckenridge Ready-Mix, Inc.
Builders' Redi-Mix, LLC
BWB, LLC
Central Concrete Supply Co., Inc.
Central Precast Concrete, Inc.
Concrete Acquisition III, LLC
Concrete Acquisition IV, LLC
Concrete Acquisition V, LLC
Concrete Acquisition VI, LLC
Concrete XXXIII Acquisition, Inc.
Concrete XXXIV Acquisition, Inc.
Concrete XXXV Acquisition, Inc.
Concrete XXXVI Acquisition, Inc.
Eastern Concrete Materials, Inc.
Edw. C. Levy Company
Hamburg Quarry Limited Liability Company
Ingram Concrete, LLC
Kurtz Gravel Company
Local Concrete Supply & Equipment, LLC
Master Mix Concrete, LLC
Master Mix, LLC
MG, LLC
NYC Concrete Materials, LLC
Pebble Lane Associates, LLC
Redi-Mix Concrete, LP
Redi-Mix, GP LLC
Redi-Mix, LLC
Riverside Materials, LLC
San Diego Precast Concrete, Inc.
Sierra Precast, Inc.
Smith Pre-cast, Inc.
Superior Concrete Materials, Inc.
Superior Holdings, Inc.
Superior Materials Holdings, LLC

Superior Materials, LLC
Titan Concrete Industries, Inc.
U.S. Concrete On-Site, Inc.
U.S. Concrete, Inc.
USC Atlantic, Inc.
USC Management Co., LLC
USC Michigan, Inc.
USC Payroll, Inc.
USC Technologies, Inc.

5% Shareholders

HBMA HOLDINGS LLC
DIMENSIONAL FUND ADV
RUTABAGA CAPTAIL MA

Directors & Officers (last three years)

Alberta Investments, Inc.
Arthur Kistler
Atlas Investments, Inc.
Beall Investment Corporation, Inc.
Beall Management, Inc.
Bonnie Wasson
Brian T. Harrison
C. Tony Strickland
Cesar "Rod" Monroy
Craig Scott
Curt M. Lindeman
Dan Mergens
Darryl E. Smith
David Clausen
Diana H. Bowling
Donald E. Humphrey
Douglas W. McLaughlin
Drew Hope
Eastern Concrete Materials, Inc.
Eugene P. Martineau
Evan Weiner
Gary J. Konnie
Gary Lowell
Gary R. Engasser
Gerald W. Roberts
Greg Colvin
Hasib Ikramullah
Ingram Enterprises Management, Inc.

Jeff L. Davis
Jeffrey D. Spahr
Jeffrey W. Roberts
Jesus Martinez
John Hoelscher
John M. Piccuch
Jon Grafton
Karen Giles
Kent Cauley
Larry W. Peil
Laurie Cerrito
Marc Robinson
Marie Betley
Mary P. Ricciardello
Michael L. Gentoso
Michael W. Harlan
Murray S. Simpson
Nathan A. Sommer
NYC Concrete Materials, LLC
Pamela J. Whipple
Paul Lemanski
Phillip Palczer
Randy B. Wochy
Ray C. Dillon
Raymond C. Turpin
Redi-Mix Management, Inc.
Richard Delle
Robert D. Hardy
Robert S Walker
Robert V. Hiegel
Scott Evans
Sean Gore
Stephanie Collins
Steve Schaffer
Superior Materials Holdings, LLC
T. William Porter III
Terry Green
Thomas G. Muscle
Todd E. Martineau
Tom Larkin
Trent Mattern
U.S. Concrete, Inc.
USC Atlantic, Inc.
USC GP, Inc.
USC LP, Inc.
Vincent D. Foster

Wallace H. Johnson
William Steele
William T. Albanese

50 Largest Unsecured Creditors

5700 MASPETH AVENUE LLC
640 COLUMBIA LLC
A. L. PATTERSON, INC
AGGREGATES INDUSTRIES
ALAMO CEMENT CO LTD
ASH GROVE TEXAS L P
BASF CONSTRUCTION CHEMICALS
BORAL MATERIAL TECHNOLOGIES
BURCH MATERIALS COINC
BUZZI UNICEM USA - CEMENT
CANYON TRANSPORT
CAPITAL ONE COMMERCIAL EQUIP FINANCE
CARROLL GROSS JR
CEMEX
CENTRAL TRANSPORT
COMERICA LEASING DETROIT
COMMAND ALKON INC
DOLESE BROTHERS CO
HANSON
HANSON AGGREGATES
HARRIS SUPPLY SOLUTIONS
HEADWATERS RESOURCES INC
HOLCIM
INGRAM ENTERPRISES INC
JONES BROS DIRT & PAVING CONTRACTORS INC
LAFARGE NORTH AMERICA
LEHIGH SOUTHWEST CEMENT CO
LESTER R. SUMMERS, INC.
MARTIN MARIETTA MATERIALS
MOREY TRANSPORT
N TEX SAND & GRAVEL LLC
PHOENIX PINELANDS CORP
PRECAST SERVICES, INC.
R E JANES GRAVEL
RANCO SAND & STONE
RIVERSIDE CONSTRUCTION MATERIALS INC
ROANOKE SAND & GRAVEL CORP
RYDER ENERGY DIST CORP
ST LAWRENCE CEMENT
SUNSHINE CEMENT INC

TEAMSTERS BENEFIT TRUST
TEXAS LIME CO
TILCON NEW YORK INC
TRUCK LUBRICATION CO INC
VIVIANO TRUCKING
VULCAN CONST. MATERIALSLP
VULCAN MATERIALS CO
Wells Fargo Bank, National Association
WEST COAST AGGREGATES
WESTERN CONFERENCE OF TEAMSTERS

Litigation Parties

A T & T, Willie Lawson
Aarhus, Richard
Affleck, Charles
Airport, Grayson County
Alvarado, Anna
Alvarado, Maria
Alvarado, Victor
Alvarez, Elias
Alvarez, Elias
and Renee Vermette, Kelly Vermette
Andrew, Michael
Andrews, Sheria
Angeles Crest
Arrington, Jacquelyn
Ashgrove
Aubain Esq, Carlos
Aubain, Carlos
Augustine, Thomas
B and B Solvent, LaFarge
Balderas, Corrina
Barksdale, Charles
Barnard, Greg
Barrera, Raymond
Barry, Marion
Barsulgia, Russell
Bautista, Robert
Bean, Wally
Beck, Daniel P
Benitez, Nalleli
Benjamin, Kurt
Berry, Brian
Berry, Dan & Deborah
Bhagan, Jessica

Blake, Charmaine
Bledsoe Esq, Mason S.
Bodner, Charles
Bostwick, Randell
Bouillerce, George
Bowen, Leon
Bowling, Tommy
Breitenstein, Merle
Brown Esq, Thomas
Brown, Marvin
Brun, Margaret
Burgan, John
Burgess, Shannon
Burton, William
Byrd, Maynard
Byrne, Kevin
Byzick, Barbara
Calhoun, Tim
Camacho, Timothy M.
Campbell, Martin
Campos, Liliana
Capolongo, Maria
Carl Odom
Carroll Gross Trucking
Casaubon, Leslie
Castillo, Robert
Castillo, Veronica
Cemetery, Gates of Heaven
Chavez, Aquilino
Chi Kui Lau, Lewis
Choice, Kelwin
Christmas and Associates, J W
Christner Group, Inc. - Plaintiff, James W. Eriksen
Clark and Ashley Clark, Eugene
Coffin Esq, Daniel T.
Concrete Pumping, Brundage-Bone
Concrete Specialist, Inc., Garcia
Concrete, Charlies
Contreas, Roxana
Cook, Andrew
Corn, John
Crane, Maureen
Cristiani, Gary
Dashner, Geoffery
David Piyavunna
Davis, Henry Clay

Dearborn, City of
DeConca, Esq., Richard
DeGiorgio, Anthony
Delano, John
DeLeon, Luis
Development, Black Mountain
Dillon, Esq, Sean
Doyle, Paul
Duarte Prieto, Grace
Dunbar, Justin
Dupont, Will
Dyer, Melissa
Easley, Theresa
Emanuell, David
Energy, Atmos
Escobado-Manzanarez, MaDel
Esquivel, Jose
Evans, Luther
Evertt, Wayne
F S Perry Managers, F S Perry
Fahey, Kevin
Farias, Hipolito
Farias, Hipolito
Farrell, M. G.
Ferguson, Rodney
Fevedean, Ioan
Fields, Craig
Figueroa, Auroa
First Texas Home
Fluss Esq, Isaac
Fox, Robert
Franke, Belinda
Frost, Roger
Gangle Esq, Mark
Garcia, Alex
Garcia, Domingo
Garcia, Emanuel
Garcia, Evelyn
Garcia, Rocell
Garcia, Domingo
Gates Construction, DeSilva
Geaney, John
Gilreath, Karl
Gleason Esq, Sean F.
Gloria, Juan
Gloria, Paola

Godfrey, Kent
Goesch, Connie
Goldman, David
Gomez, Martin
Gomez, Roberto
Gonzalez Jr Esq, John R.
Gonzalez, John
Green, Donna
Green, Molley
Greenberg Esq, Jeffrey M.
Greenberg, Lewis
Griffith Company v. EZE Trucking, Mr. Crane, Pomeroy Corporation, et al
Grimes Esq., Michael
Guerra, Jeimy
Guthrie, Keith
Guyton, Melba
Hackenburg, Joseph
Haff, Lawrence
Hammons, Robert
Hansen Esq, Alexander
Hansen Esq., Alexander W.
Hansen, Jerry
Harbin, Laura
Harris, Gill
Hartmann, Gisela
Hasco Construction
Hatley, Jessie
Havmon, Bill
Hawkes, Timothy
Hazin, Arma
Head, Candice
Hemingway, Lisa
Henry, Doug
Hermo, Robert
Hernandez, Gerardo
Hilario Ramirez vs Central Concrete
Hoar, David
Hobe, Steven
Hodges, Lindsey
Homen Esq, Mark A.
Hull, John
Hurley, Jonathan
Inc., Kasco
Independent School District, Denison
International Airport, DFW
Jacobs, Jason

Johnson, Micky
Jones, Charles
Jou Esq, Rose
Kali, HO
Kantz, Paul
Keen, Roy
Keller, Curtis
Kelly, Angie & Doug
Kelly,Dan
Kidd, Robert P.
Kingsley, Brian
Knepper,E Martin
Knepper,E Martin
Knott, Rodney
Krikawa, IV, Charles
Kyle, Cindy
Landscape, J R Eggli
Laroussi, Johnny
Law Office of Mark A Homen
Layne, Denise
Leon, Ruben
Lepisto, Ron
Levin Esq., Roy C.
Lindesmith, Bill
Lindesmith, Bill
Littler Mendelson
Locke, Terrain
Long, Robert
Lopez, Luis
Lorente, Luis
Lucas, Dorethea
Luo, Xiao
Machawati, Majed
Machawati, Majed
Mahan, Edward
Maldonado, Alfredo
Mark, Core
Markey ,Mike
Martin, Carla
Martin, Tyler
Martinez, Arturo
Materials, Superior
Mayfield, Shelly
Mboyamba, Tina
McBaron, Mike
McCarter, Herbert

McCaslin Hill Construction
McDaniel, Avery
McDonald, Orville
McIlveen, George
McKenna, Timothy
McLaughlin, Serrano, Ramos and Gonzales vs Central Concrete
McPherson, Craig
Meek, Carl
Melton, David
Mendoza, Nicholas
Messing, Jeffrey
Meyers, Jeffery
Michaelson, David
Mollen, Deinse
Morales, Hector
Morel, Lillian
Morin, Jesus
Munoz, Jose
Myer, Fort
Namnum, Martha
Nargizian, Steven
Navico Inc.
Nelson Esq., Gary
Nemeth, J. David
Newland, Avery
Newman, Linda
Niehaus, Robert
Odom, Carl
Offemaria, Francisco
Oilfield Services, Stallion
Pac, World
Packin , Barry
Pak, Kim
Parisi, Joyce
Park Place v. Bosa Development
Parsons, Jason
Partipilo, Frank
Partipilo, Frank
Patterson, Gary
Pauley, Bruce
Perry, Rasheda
Petrulis, Donald
Picillo, Anthony
Pogue Construction
Pomarejos, Camilo
Pope, James

Postal Service, U S
Primm, Denise
Prince, Marcus
Pruett, Kathy
Pusey, Thomas
Raia, John
Rameriz, Pedro
Ramires, Camerino
Ramires, Camerino
Ray, Robert
Reagan, Wesley
Regis, Michael
Reneaud, David
Rent A Car, Enterprise
Rent a Car, Enterprise
Rentals, Sunbelt
Reynosa Esq, Manuel
Reynosa Esq, Manuel
Reynosa Esq, Manuel
Richardson, Derek
Richgels, Monica
Roach, Jerry
Roberts, Steve
Robertson, John
Rocha Esq., Robert
Roddy, Roderick
Rodriguez, Jose
Romero , Jaime
Roofing Co., Bruttell
Rosen, Paul
Rucka Esq, Michael
Rucka, O'Boyle, Lombardo McKenna
Rueda, Salvador
Ruiz, Alfred
Ryan Jr., Esq, James
Ryan Jr., Esq, James
Ryan Jr., Esq, James
Salazar, Geraldo
Salinas, Guadalupe
San Francisco, City of
Sanchez, Adelia
Sanchez, Benjiman
Sanger Esq, Maria
Schapp, Steven
Schibell, Esq, Richard
Schneider, Stephen

Scicchitano, Steve
Scott, Frederick
Scott, Frederick
Scotto III, Vincent
Scotto III, Vincent
Sedor, Richard
Servin, Jose
Sevier, Ronald
Sewell, Don
Shelby, Jerry
Shepherd, Bruce
Sheppard Esq, Kenneth M.
Siegel, Ronald
Silveira, Richard
Silver Creek Valley Country Club Home Owners Association v. Shea Homes, et. al.
Silvera, Brian
Silverman, Michael
Singh, Harvinder
Skotzke, Dennis
Smedresman, Steven
Smelley, Charles
Smolich Esq., Robert
Snow, Lilly
Sollitto, Michael
Spector, Donald
Spector, Roberta
Stallings, Claude
Stapleton & Nisenson
Stapleton & Nisenson
Stapleton, Stephen
Stephen B Molina et al v A-1 Aggregates et al (Class Action)
Stephens Esq., Cory
Steven W. Steffani, et al
Stouffer, Norman
Struck Esq, Debra
Stump, Justin
Styron, Boyd
Sun, Ying
Sutton, Anthony
Sweeping Services, Universal
Swegles, Ray
System Parking, Ampco
Tanabe, Sumiye
Tate, David
Taxi, All Points
Telle, Yohanes

Terrell, Joseph
Thomas, Joan
Thomas, Zachary
Thoth, Candace
Tiner, Shawna
Torres, Cheryl
Transportation, Texas Dept of
Troutman, Daisy
Tuck Concrete, Atlas
Tullio, Michelle
TV Cable of Grayson County
Ulibarri, Larry
Unknown, Homeowner
Valenzula, Oscar
VanDozzer, Julie
Vann, Eric
Vasquez, Aarmando
Vasquez, Aarmando
Vassallo, Kristopher
Vega, Victor
Vineyard Park Owners Association v. Kaufman Capital LLC, Sierra Precast, et al.
Vitali, Desiree
Wachtel, Todd
Warder, John
Wasserman, Jeffrey
Watson, Robert
Well Service, Inc., Banner
Whalen, Joseph
White, Chermack
White, Gregg
Wiggins, James
Wildes, Gary
Willaims, Malcom
Wills, John
Wilson, Roger
Wind & McCarter, PA
Wind, Kenneth
Woo Esq, Stuart C.
Worldpac
Yong, Mike
Zamudio, Patricia
Zawol, Wioletta
Zentner, Eric
Zisa Jr, Joseph

Lenders

475 Market Street Associates
ACE American Insurance Company
American Casualty Company et al (CNA)
Bank of America
Bank of Stockland
Branch Banking and Trust Co.
Capital One Bank
Citibank
Citicorp North America, Inc.
Comerica Bank
Guaranty Bank
JPMorgan Chase Bank
NJ Department of Environmental Protection
PHH
Township of Hardyston
Wells Fargo Bank
Westchester Fire Ins. Co.
Zurich American Insurance Company

Lienholders

American Federal Bank, F.S.B.
B& V Construction
Banc of America Leasing & Capital, LLC
Banc One Leasing Corporation
Board of County Road for the County of Oakland
Caterpillar Financial Services Corporation
Chase Bank of Texas
Chesapeake Funding LLC
Cisco Systems Capital Corporation
Citicorp North America, Inc.
Citizens Bank
Citizens Commercial & Savings Bank
Comerica Bank
Comerica Leasing Corporation
Concord Commercial
Deer Credit, Inc.
Department of Treasury
Department of Treasury
Eddie D. Moate
GCS Western Power & Equipment
General Electric Capital Corporation
George Nickerson
Guaranty Federal Bank, F.S.B.

Hanover Insurance Company
Heritage Fund III, L.P.
HSBC Business Credit (USA) Inc.
Ingersoll Rand Equipment Services
Internal Revenue Service
Josephine Sypniewski
JPMorgan Chase Bank, N.A.
Larry Bumgardner
Master Builders, Inc.
Michael Short
National City Leasing Corporation
New Equipment Leasing, Inc.
Operating Engineers Local Union No 3
Oxford Bank Mortgage Services
RDO Equipment Co.
RDO Equipment Co.
Redburn Tire Company
Reuter Equipment Company
Rocky Swilling
Ron Cavaness
Ryder Fuel Services, LLC
State of California Board of Equalization
State of Michigan
Texas Workforce Commission
The Chase Manhattan Bank
Transamerica Equipment Financial Services Corporation
Transamerica Equipment Financial Services Corporation
Trinity Heritage Construction Partners, LLC
U.S. Bancorp Equipment Finance, Inc.
U.S. Bancorp Leasing & Financial
Wells Fargo Equipment Finance, Inc.
Winthrop Resources Corporation

10% Customers

ALBANELLI CEMENT CONTRACTORS
AUSTIN CONCRETE SOLUTIONS INC
BALFOUR BEATTY CONSTRUCTION, LLC
BONTKE BROS
CAPFORM
CASEY FOGLI
CLARK CONSTRUCTION GROUP
CREAMER SANZARI JV
DOCSAV INDUSTRIES
ENTERPRISE CONCRETE CONSTRUCTION
EPIC CONSTRUCTION

FB POTTER CONCRETE L.L.C.
FERREIRA CONSTRUCTION CO INC
FESSLER AND BOWMAN INC.
FLATIRON WEST INC.
FLORENCE CEMENT COMPANY
GM & SONS, INC.
HENSEL - PHELPS
HIGHLAND HOMES: SANDERS
IAFRATE CONSTRUCTION CO., ANGELO
JOHNSTON INDUSTRIES, INC.
JOSEPH J. ALBANESE, INC.
JOSHUA ISD
KIEWIT- PACIFIC
M C M CONSTRUCTION, INC.
MACEDOS CONSTRUCTION CO INC
MANHATTAN CONSTRUCTION COMPANY
MCMAHON CONTRACTING
MILLER AND LONG COMPANY
MILLER SIERRA CONTRACTORS INC
NORTH BERGEN ASPHALT PRODUCTS LLC
OSBURN CONTRACTORS, INC.
POTTER RESIDENTIAL SUPPLY, LLC
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W.W. WEBBER, LLC
WALTER TOEBE CONSTRUCTION CO.
X I T PAVING

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ALLIANCE AGGREGATE BROKERED
ALLIANCE BULK
ALMAR SUPPLIES INC
ASH GROVE TEXAS L P
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BUZZI UNICEM USA CEMENT

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CEMEX (CENTRAL)
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GRANITE ROCK CO
HANSON
HANSON AGGREGATES
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HOLCIM INC
HOWLIN CONCRETE INC
INGRAM SAND & GRAVEL
INGRAM TRUCKING
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LEHIGH SOUTHWEST CEMENT CO
LITTLER MENDELSON PC
LOCKTON COMPANIES LLC
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MICHIGAN CONF OF TEAMSTERS WELFARE FND
MOREY TRANSPORT
NW WEST CORP
R E JANES GRAVEL
REDI-MIX CHATFIELD
RIVERSIDE CONSTRUCTION MATERIALS INC
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ST LAWRENCE CEMENT
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SUNSET TRANSPORTATION INC
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TEXAS OPERATIONS L P
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VIVIANO TRUCKING
VULCAN CONST MATERIALS LP
VULCAN MATERIALS CO

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475 Market Street Associates
5700 MASPETH AVENUE LLC
640 Columbia LLC

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Chelsea Road Realty LLC
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DAVID W PARKER
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DL PETERSON TRUST
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AUTOMOTIVE INDUSTRIES TRUST FUND
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BLDG MATERIAL TEAMSTERS LOCAL 282
BLDG MATERIAL TEAMSTERS LOCAL 282 UNION DUES CHECK OFF
CENTRAL STATES PENSION FUND
DELTA HEALTH SYSTEMS
HEAVY & GENERAL LABORERS LOCALS 472 ANNUITY FUND
HEAVY & GENERAL LABORERS LOCALS 472 DUES
HEAVY & GENERAL LABORERS LOCALS 472 WELFARE
HEAVY&GEN LABORERS LOC 472 ANNUITY FND
HEAVY&GEN LABORERS LOCALS 472 WELFARE
I A OF M MOTOR CITY
I.A.M.A.W.
IAM DISTRICT LODGE 60
INDIANA TEAMSTERS
INDIANA TEAMSTERS HEALTH BENEFITS FUND
INDIANA TEAMSTERS PENSION FUND
INDIANA TEAMSTERS SAFETY TRAINING AND EDUCATIONAL TRUST FUND
INDUSTRY ADVANCEMENT FUND
IUOE LOCAL 103
L.I.F.E. - Local
Laborers 472/734 - Hamburg Quarry
Laborers 731 - Red Hook
Laborers 734(472) - Riverdale-Bogota-Mt. Hope-Newark
LEAGUE OF INTERNATIONAL FEDERATED EMPLOYEES
LEAGUE OF INTL FEDERATED EMPLOYEES
LOCAL 137 JOINT FUNDS
LOCAL 282 ANNUITY FUND
LOCAL 282 JOB TNG FUND
LOCAL 282 PENSION FUND
LOCAL 282 WELFARE FUND
LOCAL 408 ANNUITY PLAN
LOCAL 408 PENSION FUND
LOCAL 408 WELFARE FUND
LOCAL 445 ANNUITY FUND
LOCAL 445 DUES
LOCAL 445 PENSION FUND
LOCAL 445 WELFARE FUND
LOCAL 469 ANNUITY FUND
LOCAL 469 PENSION FUND
LOCAL 469 WELFARE FUND
LOCAL 560 DUES
LOCAL 560 MT HOPE
LOCAL 560 PENSION FUND
LOCAL 641 PENSION FUND
LOCAL 641 UNION

LOCAL 641 WELFARE FUND
LOCAL 731
LOCAL 734 PENSION FUND
LOCAL 825 OPERATING ENG DUES
LOCAL 825 OPERATING ENG PENSION FUND
LOCAL 825 OPERATING ENG WELFARE FUND
LOCAL 863 PENSION FUND
LOCAL 863 PENSION SURCHARGE
LOCAL UNION 103 IUOE
LOCAL UNION 14
LOCAL UNION 15
MATERIAL YARD WORKERS LOC1175 PENSN FND
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MICHAEL J DAY RETIREMENT INVST TRUST
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Operating Engineers 825 - Cedar Bridge
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Operating Engineers 825 - New York (Plant & Maint)
Operating Engineers 825 - Newport, Bogota,Liberty Secucus;E. Newark Broadway
Operating Engineers 825 - Redi-Mix (Plant)
Operating Engineers 825 - Utility
OPERATING ENGINEERS TRUST FUNDS
Teamsters 282 - Riverside and Redhook
Teamsters 408 - Roseland (formerly # 863)
Teamsters 445 - West Nyack, New York
Teamsters 456 - Riverside
Teamsters 469 - Bernardsville
Teamsters 469 - Howell-Red Bank-Union Beach
Teamsters 560 - Bogota-Jersey City-Riverdale-Seacaucus
Teamsters 560 - Mt. Hope
Teamsters 641 - East Newark
Teamsters 863 - Roseland (now part of 408)
TEAMSTERS BENEFIT TRUST
TEAMSTERS LOCAL 135
TEAMSTERS LOCAL 247
TEAMSTERS LOCAL 408
TEAMSTERS LOCAL 456
TEAMSTERS LOCAL 469 DUES

TEAMSTERS LOCAL 469 WELFARE FUND
TEAMSTERS LOCAL 560
TEAMSTERS LOCAL 614
TEAMSTERS LOCAL UNION #332
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NEW YORK LIFE INSURA
ROYCE AND ASSOCIATES
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Cemex (Central)
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UBS AG
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US Bank
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Wells Fargo Investments
Wells Fargo Bank, National Association
Wells Fargo Equipment Finance, Inc.

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John Deere Credit
RR Donnelley Receivables Inc
Ryder Energy Dist Corp

¹ Retention on behalf of Credit Suisse, Cayman Islands Branch, in its capacity as administrative agent for certain lenders to The Star Tribune Company and its affiliates.

² Retention on behalf of Wells Fargo Bank N.A. in its capacity as administrative and collateral agent for (i) the Emergency Steel Loan Guaranty Board and the West Virginia Housing Development Fund and certain lenders under a loan agreement to Wheeling-Pittsburgh Corporation and its affiliates and (ii) certain lenders to BearingPoint, Inc. and its affiliates.