

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

In re U.S. CONCRETE, INC. et al.

Case No. (Jointly Administered)
Reporting Period:

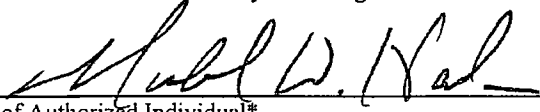
10-11407 (PJW)
April 29 through May 31, 2010

CORPORATE MONTHLY OPERATING REPORT

File with the Court and submit a copy to the United States Trustee within 30 days after the end of the month and submit a copy of the report to any official committee appointed in the case.

REQUIRED DOCUMENTS	Form No.	Document Attached	Explanation Attached
Schedule of Operating Cash Flow	MOR-1	x	
Schedule of Disbursements by Debtor Entity	MOR-1a	x	
Schedule of Professional Fees and Expenses Paid	MOR-1b	x	
Bank Account Information	MOR-1c		
Copies of bank statements			x
Cash disbursements journals			x
Statement of Operations (Income Statement)	MOR-2	x	
Balance Sheet	MOR-3	x	
Status of Post-petition Taxes	MOR-4		
Copies of IRS Form 6123 or payment receipt			x
Copies of tax returns filed during reporting period			x
Summary of Unpaid Post-petition Debts	MOR-5		
Listing of Aged Accounts Payable		x	
Accounts Receivable Reconciliation and Aging	MOR-6	x	
Debtor Questionnaire	MOR-7	x	

I declare under penalty of perjury (28 U.S.C. Section 1746) that this report and the attached documents are true and correct to the best of my knowledge and belief.



Signature of Authorized Individual*

June 30, 2010

Date

Michael W. Harlan

Printed Name of Authorized Individual

President and Chief Executive Officer

Title

*Authorized individual must be an officer, director or shareholder if debtor is a corporation; a partner if debtor is a partnership; a manager or member if debtor is a limited liability company.

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Notes to the Monthly Operating Report

GENERAL:

The report includes activity from the Debtors listed below. The debtors operate under two segments which consists of ready mixed concrete and concrete related products ("Ready Mix") and precast concrete products ("Precast"). The operating segment for each Debtor entity is noted below where applicable. Debtors noted as "Inactive" have no activity or are holding companies that have only an investment in certain of the Debtor entities.

<u>Debtor:</u>	<u>Case #</u>	<u>Operating Segment</u>
U.S. Concrete, Inc. *	10-11407	Ready Mix & Precast
Alberta Investments, Inc.	10-11408	Inactive
Alliance Haulers, Inc.	10-11409	Ready Mix
American Concrete Products, Inc. *	10-11411	Precast
Atlas Redi-Mix, LLC	10-11412	Inactive
Atlas-Tuck Concrete, Inc.	10-11413	Ready Mix
Beall Concrete Enterprises, LLC *	10-11414	Ready Mix
Beall Industries, Inc.	10-11415	Inactive
Beall Investment Corporation, Inc.	10-11416	Inactive
Beall Management, Inc.	10-11417	Inactive
Breckenridge Ready Mix, Inc. *	10-11418	Ready Mix
Central Concrete Supply Co., Inc.	10-11419	Ready Mix
Central Precast Concrete, Inc. *	10-11420	Precast
Concrete Acquisition III, LLC	10-11421	Inactive
Concrete Acquisition IV, LLC	10-11422	Inactive
Concrete Acquisition V, LLC	10-11423	Inactive
Concrete Acquisition VI, LLC	10-11424	Inactive
Concrete XXXIII Acquisition, Inc.	10-11425	Inactive
Concrete XXXIV Acquisition, Inc.	10-11426	Inactive
Concrete XXXV Acquisition, Inc.	10-11427	Inactive
Concrete XXXVI Acquisition, Inc.	10-11428	Inactive
Eastern Concrete Materials, Inc.	10-11429	Ready Mix & Precast
Hamburg Quarry Limited Liability Company	10-11430	Ready Mix
Ingram Concrete, LLC *	10-11431	Ready Mix
Local Concrete Supply & Equipment, LLC	10-11432	Ready Mix
Master Mix Concrete, LLC	10-11433	Inactive
Master Mix, LLC	10-11434	Ready Mix
MG, LLC	10-11437	Inactive
NYC Concrete Materials, LLC	10-11438	Inactive
Pebble Lane Associates, LLC	10-11439	Ready Mix
Redi-Mix Concrete, L.P.	10-11440	Inactive
Redi-Mix GP, LLC	10-11441	Inactive
Redi-Mix, LLC *	10-11442	Ready Mix
Riverside Materials, LLC	10-11443	Ready Mix
San Diego Precast Concrete, Inc.	10-11444	Precast
Sierra Precast, Inc. *	10-11445	Precast
Smith Pre-Cast, Inc.	10-11446	Precast
Superior Concrete Materials, Inc.	10-11447	Ready Mix
Titan Concrete Industries, Inc.	10-11448	Inactive
U.S. Concrete On-Site, Inc.	10-11450	Ready Mix
USC Atlantic, Inc.	10-11451	Ready Mix
USC Management Co., LLC *	10-11453	Ready Mix & Precast
USC Payroll, Inc.	10-11455	Inactive
USC Technologies, Inc. *	10-11456	Ready Mix

* Represents debtors that are combined into four separate operating units/cost centers. See Notes to MOR-1a below.

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Notes to MOR-1:

This exhibit includes consolidated cash receipts and disbursements from the Petition Date through the week ending May 28, 2010. Receipts and disbursements for May 29 through May 31, 2010 will be reported on the June MOR.

Notes to MOR-1a:

This exhibit includes entity disbursements from the Petition Date through the week ending May 28, 2010. Disbursements for May 29 through May 31, 2010 will be reported on the June MOR. All cash disbursements exclude intercompany transfers among the Debtor entities.

Certain debtor entities are combined for operating purposes and disbursements are not maintained separately (see General Note above). For these debtor entities, disbursements have been allocated based upon the respective percentage of revenue to total revenue for the entities combined if specific disbursements were not known.

Notes to MOR-1b:

Amounts listed for this section are for cash disbursed during the reporting period. The Debtors have incurred fees during this period that will be paid in later periods and reflected accordingly on later MOR's.

Notes to MOR-1c:

With the agreement of the Office of the U.S. Trustee, copies of the bank statements and cash disbursement journals are not included with the MOR. The Debtors reconcile their bank accounts on a monthly basis.

Notes to MOR-2:

The attached statements of operations cover the period May 1, 2010 through May 31, 2010 and excludes activity from the Petition Date through April 30, 2010. The statements also exclude the results from its Michigan joint venture which is not a debtor. See the General Note above for a description of which entities are included in the debtors two operating segments.

The unaudited statements of operations have been derived from the books and records of U.S. Concrete, Inc. and its affiliated debtors and are preliminary. This information, however, has not been subject to certain procedures that would typically be applied to financial information in accordance with U.S. GAAP, and upon application of such procedures, the Debtors believe that the financial information could be subject to changes, and these changes could be material. The information furnished in this report includes normal recurring adjustments, but does not include all adjustments that would typically be made for financial statements in accordance with U.S. GAAP.

Notes to MOR-3:

The attached balance sheet is as of May 31, 2010. See the notes to MOR-2 for a discussion of debtor entities. Intercompany activity between our two reportable operating segments is shown in the Other long-term obligations and deferred credits line item on the balance sheet and therefore eliminate when consolidated.

The unaudited balance sheets have been derived from the books and records of U.S. Concrete, Inc. and its affiliated debtors and are preliminary. This information, however, has not been subject to certain procedures that would typically be applied to financial information in accordance with U.S. GAAP, and upon application of such procedures, the Debtors believe that the financial information could be subject to changes, and these changes could be material. The information furnished in this report includes normal recurring adjustments, but does not include all adjustments that would typically be made for financial statements in accordance with U.S. GAAP.

Notes to MOR-4:

U.S. Concrete, Inc. and its Debtor affiliates received authority pursuant to a first-day order for the payment of pre-petition taxes.

U.S. Concrete, Inc. and its Debtor affiliates file tax returns and make tax payments on a weekly, monthly, and quarterly basis. To the best of its knowledge, the Debtors are current on a post-petition basis with requirements to file tax returns and pay undisputed post-petition taxes.

Notes to MOR-5:

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Amounts presented are aged by invoice date. The Debtors believe that as of May 31, 2010, they were paying all undisputed post-petition accounts payable consistent with past practice.

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Debtors	Reporting Period:	April 29 through May 31, 2010

**MOR-1
Debtor Combined Schedules of Operating Cash Flow
For the Period from 4/29/2010 through 5/28/2010
(Dollars in Thousands)**

Customer Receipts (Excluding Michigan JV)	\$	32,345
Customer Receipts (Michigan JV)		540
DIP Credit Facility		5,247
Total Receipts	\$	38,131
Operating Disbursements	\$	(25,206)
Employee Related Disbursements		(10,838)
Tax Disbursements		(2,352)
Other Disbursements		(5,571)
Total Disbursements	\$	(43,967)
Net Cash Flow	\$	(5,836)

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Debtors	Reporting Period:	April 29 through May 31, 2010

MOR-1a
Schedule of Disbursements by Debtor Entity
April 29 through May 28, 2010
(Dollars in Thousands)

Debtor Entity	\$	
U.S. Concrete, Inc.	\$	2,257
Alberta Investments, Inc.		-
Alliance Haulers, Inc.		1,535
American Concrete Products, Inc.		108
Atlas Redi-Mix, LLC		-
Atlas-Tuck Concrete, Inc.		1,421
Beall Concrete Enterprises, LLC		4,119
Beall Industries, Inc.		-
Beall Investment Corporation, Inc.		-
Beall Management, Inc.		-
Breckenridge Ready Mix, Inc.		270
Central Concrete Supply Co., Inc.		8,049
Central Precast Concrete, Inc.		1,096
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.		4,584
Hamburg Quarry Limited Liability Company		1,100
Ingram Concrete, LLC		5,450
Local Concrete Supply & Equipment, LLC		382
Master Mix Concrete, LLC		-
Master Mix, LLC		298
MG, LLC		-
NYC Concrete Materials, LLC		-
Pebble Lane Associates, LLC		389
Redi-Mix Concrete, L.P.		-
Redi-Mix GP, LLC		-
Redi-Mix, LLC		2,614
Riverside Materials, LLC		1,362
San Diego Precast Concrete, Inc.		1,573
Sierra Precast, Inc.		200
Smith Pre-Cast, Inc.		760
Superior Concrete Materials, Inc.		533
Titan Concrete Industries, Inc.		-
U.S. Concrete On-Site, Inc.		1,005
USC Atlantic, Inc.		3
USC Management Co., LLC		4,761
USC Payroll, Inc.		-
USC Technologies, Inc.		100
Total	\$	43,967

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**MOR-1b
Schedule of Professional Fees and Expenses Paid
April 29 through May 31, 2010
(Dollars in Thousands)**

Professional	Role	Payments (in 000s)	
		4/29/2010 - 5/31/2010	
AlixPartners	Restructuring Advisor - Debtors	\$	-
Broadpoint	Financial Advisor - Ad Hoc Bondholders		-
Conway MacKenzie	Financial Advisor - Creditor Committee		-
Deloitte	Fresh Start Accounting Services		-
EPIQ	Claims/Notice/Solicitation Agent		6
Kirkland & Ellis	Counsel - Debtors		-
Lazard	Financial Advisor - Debtors		-
McDonald Hopkins	Counsel - Creditor Committee		-
Pachulski Stang	Local Counsel - Debtors		-
Paul Weiss	Counsel - Ad Hoc Bondholders		-
Total		\$	6

MOR-2
Debtor Combined Statements of Operations
For the Monthly Period Ended May 31, 2010
(Dollars in Thousands)
(Unaudited)

	Ready Mix Operating Segment Total	Precast Operating Segment Total	Total
Revenue	36,697	5,392	42,089
Cost of goods sold before depreciation, depletion and amortization	30,880	4,241	35,121
Selling, general and administrative expenses	3,883	566	4,449
Depreciation, depletion and amortization	1,976	229	2,205
Income (loss) from operations	(42)	356	314
Interest income	-	-	-
Interest expense	3,346	-	3,346
Other income, net	81	5	86
Income (loss) before income taxes	(3,307)	361	(2,946)
Income tax provision (benefit)	-	-	-
Net income (loss)	(3,307)	361	(2,946)

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MOR-3
Debtor Combined Balance Sheets
As of May 31, 2010
(Dollars in Thousands)
(Unaudited)

	Ready Mix Operating Segment Total	Precast Operating Segment Total	Total
ASSETS			
Current assets:			
Cash and cash equivalents	\$ 6,090	\$ 902	\$ 6,992
Trade accounts receivable, net	67,167	10,168	77,335
Inventories	18,287	10,586	28,873
Deferred income taxes	8,417	-	8,417
Prepaid expenses	4,213	322	4,535
Other current assets	7,296	1,544	8,840
Total current assets	111,470	23,522	134,992
Property, plant and equipment, net	189,881	23,375	213,256
Goodwill	4,037	10,026	14,063
Investment in subsidiaries	9,368	-	9,368
Other assets	5,179	184	5,363
Total assets	\$ 319,935	\$ 57,107	\$ 377,042
LIABILITIES AND EQUITY			
Current liabilities:			
Current maturities of long-term debt	\$ 1,474	\$ 135	\$ 1,609
Accounts payable	33,458	3,662	37,120
Accrued liabilities	47,303	1,752	49,055
Total current liabilities	82,235	5,549	87,784
Long-term debt, net of current maturities	319,836	523	320,359
Other long-term obligations and deferred credits	17,622	(11,003)	6,619
Deferred income taxes	10,161	-	10,161
Total liabilities	429,854	(4,931)	424,923
Commitments and contingencies			
Equity:			
Preferred stock	-	-	-
Common stock	36	2	38
Additional paid-in capital	255,073	13,942	269,015
Retained earnings (deficit)	(361,675)	48,094	(313,581)
Treasury stock, at cost	(3,353)	-	(3,353)
Total stockholders' equity	(109,919)	62,038	(47,881)
Total liabilities and equity	\$ 319,935	\$ 57,107	\$ 377,042

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MOR-5
Combined Debtors Summary Of Unpaid Post Petition
Accounts Payable Aging
As of May 31, 2010

	Current	31-60	61-90	>90	Total
Combined Debtors	\$ 12,532,830	\$ 931,544			\$ 13,464,374
<i>Percentage of Total</i>	<i>93%</i>	<i>7%</i>			<i>100%</i>

Notes:

The post-petition accounts payable reported represent open and outstanding trade vendor invoices that have been entered into the Debtor's accounts payable system.
This summary does not include intercompany payables or accruals for invoices not yet received or approved and therefore will not agree to the Balance Sheet on MOR-3

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MOR-6
Combined Debtors Trade
Accounts Receivable Reconciliation & Aging
As of May 31, 2010

	0-30	31-60	61-90	91-120	121+	Total
Combined Debtors	\$ 40,743,170	\$ 22,642,177	\$ 7,303,196	\$ 1,203,847	\$ 9,706,636	\$ 81,599,026
<i>Percentage of Total</i>	49.9%	27.7%	9.0%	1.5%	11.9%	100.0%

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MOR-7
Debtors Questionnaire
April 29 through May 31, 2010

		Yes	No
1	Have any assets been sold or transferred outside the normal course of business this reporting period? If yes, provide an explanation below.		X
2	Have any funds been disbursed from any account other than a debtor in possession account this reporting period? If yes, provide an explanation below.		X
3	Have all post-petition tax returns been timely filed? If no, provide an explanation below	X	
4	Are workers compensation, general liability and other necessary insurance coverages in effect? If no, provide an explanation below.	X	
5	Has any bank account been opened during the reporting period? If yes, provide documentation identifying the opened account(s). If an investment account has been opened provide the required documentation pursuant to the Delaware Local Rule 4001-3.	X	

Bank Accounts opened during the reporting period and not included in cash motion

Bank	Account Type	Debtor Entity	Account Number	Account Description
JP Morgan	Disbursement	USC Management Co LLC	XXXXX5655	US Concrete Management Co. LLC e-pay
JP Morgan	Depository - Utilities	USC Management Co LLC	XXXXXX3979	Adequate Assurance Deposit Account