DISTRIBUTED TO: *PAGE* 1 *OF* 1

MAYOR CITY CNCL CITY ATTNY SUTTER MCKAMIE BROWN CRANOR ANIMAL CNTR McDONALD COLLINS W. RHODES GETCHELL LIBRARY ADMIN LIBRARY REF HARTSELL HARWELL BARKER

DATE DISTRIBUTED 5/13/14 *DATE OF ARTICLE* 4/23/14 *NEWSPAPER* *FWST*

EULESS

Retirement reception planned for mayor

Euless mayor Mary Lib Saleh is retiring after a 25-year career in city government, and she will be honored with a farewell reception from 3:30 to 7 p.m. May 16.

The reception will be at the Euless Public Library, 201 N. Ector Drive. City presentations will begin at 4 p.m. and will be followed by community presentations at 5:30 p.m. Hors d' oeuvres will be served.

Saleh, known for her support of public art, historical preservation, education, healthcare and transportation initiatives, began her career as a council member in 1989 and was elected mayor in 1993.

Questions regarding the event may be directed to the city secretary's office at 817-685-1419 or citysecretary@eulesstx.gov.

COMMERCIAL PROPERTY EXECUTIVE

April 23, 2014

Darling Homes Opens New Community in Southlake; Greysteel Selected to Market Multifamily Asset in Euless

By Amalia Otet, Associate Editor

Dallas homebuilder Darling Homes announced the opening of its newest community in Southlake, one of the fastest-growing suburbs of the Dallas-Fort Worth Metroplex.

Dubbed Verandas at Southlake, the community features Darling Homes' award-winning luxury patio homes, with properties offering approximately 2,600 to 3,400 square feet of living space. It is located just minutes away from some of the area's most desirable shopping and dining destinations, including the 1.3 million-square-foot mixed-use Southlake Town Square.

The luxurious homes are designed to cater to the finest tastes and include as many as three expansive bedrooms, gourmet kitchens, large living areas for entertaining, spacious courtyards and three-car garages. A guest casita is also included, and an optional outdoor kitchen provides entertaining options and direct access to the home's well-appointed kitchen. Home prices start from the $500,000s, according to the developer.

A complementary brand of Taylor Morrison, Darling Homes has been building high-quality family homes in the Dallas-Fort Worth Metroplex and Greater Houston areas for more than 25 years. Scottsdale, Ariz.-based Taylor Morrison Home Corp. operates in the U.S. under the Taylor Morrison and Darling Homes brands and in Canada under the Monarch brand. As one of the most experienced and longstanding homebuilders in North America, Taylor Morrison builds aspirational homes and master-planned communities in Arizona, California, Colorado, Florida and Texas.

In other suburban news, Greysteel Texas has been retained as exclusive advisor and agent for the sale of *Royal Terrace*, a well-maintained 120-unit apartment community located in Euless. The multifamily investment sales team handling the property is led by Boyan Radic, Doug Banerjee, Andrew Mueller and John Marshall Doss.
Located at 306 Martha St., just off West Euless Boulevard and a quarter mile from Highway 183 (Airport Freeway), Royal Terrace provides convenient access to employment centers in Dallas and Fort Worth.

The multifamily complex comprises 108 one-bedroom units averaging 620 square feet and 12 two-bedroom units averaging 982 square feet. The property features a newly upgraded electrical system, two brand-new chiller systems installed in 2008, new mansards and a recent exterior paint job. Common amenities include a swimming pool, picnic area with barbecue grills, assigned parking and two laundry facilities.

“With the property’s close proximity to the airport and North Tarrant Express Project and the development around it, Royal Terrace stands in a great position to serve the area’s strong regional workforce,” said Greysteel Senior Associate Doug Banerjee in a written statement.

The community is 92 percent occupied.

Photo credit: Darling Homes website

Coody Classic golf tournament benefiting TCU scholarships has spots open

Posted Thursday, Apr. 24, 2014

BY STEFAN STEVENSON

sstevenson@star-telegram.com

Playing spots and sponsorships are still available for the Coody Classic golf tournament which benefits athletic scholarships for TCU student-athletes through the TCU Frog Club. The tournament is Tuesday at Texas Star Golf Course in Euless. TCU alum and 1971 Masters champions Charles Coody and many TCU head coaches will be on hand. Coody and football coach Gary Patterson will hit a shot with each group on selected holes. Each player’s gift package includes two tickets to the Crowne Plaza Invitational at Colonial. To register call 817-257-6600.

Stefan Stevenson, 817-390-7760 Twitter: @StevensonFWST

Grubbs Infiniti moving to Grapevine, doubling in size

Posted Friday, Apr. 25, 2014
BY SANDRA BAKER

sabaker@star-telegram.com

EULESS — Grubbs Infiniti, Texas' first Infiniti dealership, will move in January to a 16-acre site south of Texas 114 at Texan Trail in Grapevine, the family-owned business said Friday.
"I looked at where the majority of my customers live and knew Grapevine would be the perfect home for our new store," said George Grubbs III, the co-owner and executive manager. "This new location marks a whole new era for the Grubbs family and for our customers."

Grubbs touts the coming store as the world's largest Infiniti dealership. It will more than double in size from its current 35,000-square-foot location on 6 acres at 1661 Airport Freeway in Euless. The new location is about 7 miles north, Grubbs said.

"I'm selling so many cars, I'm running out of space," Grubbs said. "I'm busting at the seams and I'm landlocked."

Construction began in February on the 75,000-square-foot Grapevine building. It will feature a main facility in the center of the property and cars surrounding the building. The facility will have a cafe with catered snacks, lunches and desserts, and a lounge with free Wi-Fi and Starbucks coffee.

"Everything will be truly customer-focused, and our new design will combine streamlined aesthetics and luxury details," Grubbs said. It will have about 150 employees, compared with about 90 in Euless.

Getting the project to this point has taken about two years, Grubbs said. Because Dallas/Fort Worth Airport owns the land, the dealership entered into a ground lease, which the airport board approved in July, he said.

Several federal agencies, including the Federal Aviation Administration and the Environmental Protection Agency, had to review the deal. That process took longer than expected, Grubbs said.

"We had to talk to a lot of different agencies to make this happen," he said.

Grubbs said the Euless location will become a used-car supercenter with a staff of about 40.

The Grubbs family has been in the auto business for 60 years.

George Grubbs Jr. and George Grubbs Sr. founded the Infiniti dealership in 1989 at Interstate 30 and Alta Mere Drive in Fort Worth. In 1998, it moved to Euless.
The family also operates Grubbs Nissan at 310 Airport Freeway in Bedford, which opened in 1977.

Sandra Baker, 817-390-7727 Twitter: @SandraBakerFWST

See how much it will cost to ride TEXpress Lanes on North Tarrant Express

Nicholas Sakelaris

We now have an idea what it will cost to drive through the North Tarrant Express from Fort Worth to Euless when construction finishes later this year. The TEXpress Lanes are managed toll lanes with dynamic pricing that changes based on traffic demand and the time of day. Drivers who choose to take the TEXpress Lanes will be guaranteed a minimum of 50 mph of travel.

Here's a breakdown of what it will cost to travel the TEXpress Lanes for the first two weeks:

From Interstate 35W to I-820/State Highway 121 (Northeast Mall)

- Peak eastbound and westbound: $1.45-$1.95
- Non-peak eastbound and westbound: 45 cents to $1.45

From I-820/State Highway 121 to Industrial Boulevard (Euless border)

- Peak eastbound and westbound: $1.75-$1.95
- Non-peak eastbound and westbound: 45 cents to $1.75

These prices apply to drivers who have a valid North Texas Tollway Authority tag or other valid tags. Prices will be higher for vehicles that are billed through Zipcash or that have multiple axles. High occupancy vehicles can register online or through the mobile app ahead of time and get a 50 percent discount. Peak periods are between 6:30 a.m. to 9 a.m. and 3 p.m. to 6:30 p.m. Monday through Friday. The price could go up after the first two weeks ends.

Long-term, these TEXpress Lanes have no price cap, meaning the toll could go as high as the market will bear. The $2.5 billion NTE project is being built by a consortium led by Austin-based Cintra U.S., part of Ferrovial, S.A., a construction and engineering firm based in Madrid, Spain. The so-called Lexus Lanes have become a political lightning rod as transportation planners grapple with a massive funding shortfall at the state and federal level.

U.S. Department of Transportation Secretary Anthony Foxx visited Dallas and Garland with a grim warning that the federal highway fund would be insolvent later this year. Cintra is also building the LBJ Express project in North Dallas, another massive highway reconstruction that features TEXpress Lanes on I-635 and Interstate 35E.

The first TEXpress Lanes on the east end of the LBJ Express opened in December.

A four-mile stretch of TEXpress Lanes opened on State Highway 114 in the DFW Connector in Grapevine this month. Drivers can take the lanes for free, for now, but they will be tolled by late spring. No specific date was given.

When it does start, initial prices will range from 67 cents to $1 during peak travel periods for a two-axle vehicle with an NTTA toll tag. This rate will be in place for the first six months.

Telephone Schemers Target Euless Residents

By Dulce Hernandez

Tuesday, Apr 29, 2014 | Updated 4:49 PM CDT

For more than a year now several residents in the City of Euless have become victims of a telephone scheme that uses Green Dot MoneyPak cards to steal money.

The Euless Police Department said the schemers will claim to be representatives working for a federal or local law enforcement agency.

Residents said the callers will then advise them to immediately pay fees to avoid having a warrant issued for their arrest.

Police said residents have sent Green Dot MoneyPak Cards with large amounts of money, some in the thousands of dollars, to unknown addresses.

Officials have traced some transactions to areas out of the state. However, investigators have no additional information that can lead to the identification of the people making the calls.

Police said the callers appear to be targeting Middle Eastern residents.

Euless will close Texas Star golf course for three months

Posted Thursday, May. 01, 2014
BY TERRY EVANS

tevans@star-telegram.com

EULESS — Golfers who play regularly at Texas Star are going to be without a home course for almost four months as the 18-hole layout gets a major makeover.
But when the course reopens in October, golfers will find new greens, traps filled with lily-white sand and carts equipped with the latest GPS equipment.

“I’m looking forward to playing this course next year at this time,” said member Dale Harwell.

Texas Star Golf Course will be closed from June 16 to October 1 for the $372,000 project.
The course, which features tree-lined fairways and a series of elevation changes, has long been considered one of the top municipal courses in the state, and the work is being done to maintain its stature, said Glenda Hartsell, Texas Star’s general manager.

She pointed to Stevens Park Golf Course in Dallas as an example of another municipal course that has undergone a successful renovation.

The Euless City Council in March approved replacing the course’s 17-year-old bentgrass greens and redoing the course’s 80 bunkers, said city spokeswoman Betsy Deck. About $64,000 worth of ultra-dwarf Bermuda called Mini Verde, which is easier to maintain that bentgrass, will be grown on the greens. And roughly $72,000 worth of premier-white sand made from crushed quartz should mollify duffers who have complained about hitting out of stuff that’s more akin to common dirt than sand.
The new sand “will be much more playable,” said head golf pro Dan Walden. “The sand compacts a little better. It’s easier for the players to get the ball out and onto the green surface.”

Another $236,000 of improvements to the 275-acre golf course will include leveling and extending several tee boxes and reworking the No. 16 water hazard. Those changes were approved last week by the council.

“This whole thing has been planned for a long time,” Deck said. “They budgeted for it this year.”

New golf carts also were already planned, Walden said.

“We get new golf carts every three years,” Walden said. “We have bids out with Yamaha, E-Z Go and Club Car. They all work well with municipalities.”

Euless is looking into adding the Visage GPS system to Texas Star’s fleet of 80 carts, Walden said.

The GPS system not only gives players the ability to see each hole in its entirety, along with yardage points based on where the cart is stationed, but also lets the course track each cart.

Letting the course attendants track carts adds safety, Walden said.

“The pro shop has a weather system that allows us to instant message every golf cart about inclement weather,” Walden said. “Also, because we track the carts, we can locate any guest quicker if there’s a problem.”

Practice area to remain open

Closing the course for 107 days is a punch in the financial chest to the course, which in 2013 brought in $1,346,403 in greens fees and $339,999 in cart rentals.

Golfers played 35,890 rounds at Texas Star last year and an estimated 24,635 rounds will have been played by June 16, Hartsell said.

The course also brings in money for tournaments, events such as Collegiate Players Tour, the North Texas PGA Masters, the Texas Golf Association Seniors and an occasional U.S. Open qualifier.

But she added that revenue lost during those months — traditionally the busiest of the year — will be covered from reserves.

Even with play suspended, however, Texas Star will remain a busy place.

The driving range, chipping and putting practice areas won’t close. And clinics, lessons and driving range events also will continue, Walden said.

“We’re having manufacturers like Titleist and Callaway doing golf equipment demo days,” Walden said.

Texas Star’s restaurant, Raven’s Grille, will also remain open as will the 7,000-square-foot Texas Star Conference Centre and 4,000-square-foot outdoor pavilion.

Free concerts scheduled June 19, Aug. 21 and Sept. 13 in the pavilion will feature Acoustic Shade, Bri Bagwell and Graceland Ninjaz, respectively, Hartsell said.

“We want to keep Texas Star in people’s minds, keep them aware of our facilities,” Hartsell said.

Important for growth

As much as the staff and administrators regret the inconvenience to members and guests, the project is being done proactively, said Hartsell, explaining that the city is lucky that the bentgrass has remained healthy for almost two decades.

“It’s a cool-weather grass that usually lasts only 15 to 20 years,” Hartsell said.

“The USGA recommends this Bermuda for every course in our area. It requires less water, it loves hot weather, and a lot of courses are using it.”

Bermuda’s love of hot weather also is why the work couldn’t have been done during the winter, Walden said.

“We need the warmest weather possible to do this grass,” Walden said. “July and August are the fastest growing months for Bermuda.”

The white sand's brightness against the verdant grass surrounding the bunkers will improve the course's looks, too, Walden said.

Similarly, the work that will rescue the green-side pond on No. 16 has both aesthetic and practical benefits.

"That water hazard is a marsh," Hartsell said. "We're clearing out the cattails, dredging out the muck and putting in a liner and an aerator. Behind the pond is a beautiful rock wall that players will finally be able to see."

'A brand new old golf course'

If the success of the makeover at Stevens Park is any indication, patrons of Texas Star are going to be happy with the changes at their course.

Stevens Park, which cuts through the rolling hills of the Kessler Park neighborhood, reopened in 2011 after a complete redesign that closed the course for 310 days and included new tee boxes, fairways and greens on all 18 holes, and 38 new bunkers, said Jim Henderson, general manager.

A substantial amount of the $8.5 million cost was spent on erosion control, irrigation and a new maintenance facility, but the majority of it went into the links themselves, Henderson said.

"We ended up with a brand new old golf course," Henderson said. "There was a certain amount of apprehension among the regular players. But since reopening we've won 16 national and statewide awards and recognitions."

The regular players have been impressed with the Mini Verde putting surfaces, Henderson said.

"I can't tell you how good it is," Henderson said. "It's as close to a bentgrass surface as you can get, with none of the hassles."

Terry Evans, 817-390-7620

- PRESS RELEASE
- May 8, 2014, 6:05 a.m. ET

U.S. Concrete Announces 2014 First Quarter Results

U.S. Concrete Announces 2014 First Quarter Results

First Quarter Highlights

```
-- Adjusted EBITDA increased 138.9% year-over-year, to $9.5 million

-- Consolidated revenue increased 16.6%, to $146.3 million

-- Ready-mixed concrete volume rose 10.7%, to approximately 1.3 million
   cubic yards

-- Ready-mixed concrete average sales price improved 5.1%, to $106.53 per
   cubic yard

-- Gross profit increased $4.9 million with margin improvement of 144 basis
   points
```

EULESS, Texas, May 8, 2014 (GLOBE NEWSWIRE) -- U.S. Concrete, Inc. (Nasdaq:USCR) today reported adjusted EBITDA of $9.5 million in the first quarter of 2014, compared to $4.0 million in the first quarter of 2013. Adjusted EBITDA margin, which is adjusted EBITDA as a percentage of revenue, was 6.5% for the first quarter of 2014, compared to 3.2% in the first quarter of 2013. Net loss was $1.2 million, or ($0.09) per diluted share, for the first quarter of 2014, compared to a net loss of $14.4 million, or ($1.16) per diluted share, in the first quarter of 2013.

William J. Sandbrook, President and Chief Executive Officer of U.S. Concrete, stated, "Our first quarter results continue to reflect the positive momentum we have generated over the last two years. We are extremely pleased with our ability to capitalize on the growth in the overall construction market, expand our presence in our key markets and show continued growth in volumes, pricing and profitability in both of our business segments. Our outlook for the business continues to be strong and we are very excited about the Company's prospects for this year. The construction environment in Texas and California continues to be robust and our decisions to expand ready-mixed concrete capacity in both of those markets and sand and gravel capacity in Texas are now paying great dividends."

FIRST QUARTER 2014 RESULTS (all comparisons, unless noted, are with the prior year quarter)

Consolidated revenue increased 16.6% to $146.3 million, compared to $125.4 million in the prior year. Revenue from the ready-mixed concrete segment increased $18.7 million, or 16.3%, driven by both volume and pricing. The Company's ready-mixed concrete sales volume was 1.3 million cubic yards, up 10.7% over prior year. Ready-mixed concrete average sales price per cubic yard increased $5.13, or 5.1%, to $106.53 compared to $101.40 in the prior year. Aggregate products segment revenue increased $1.7 million, or 26.5%, to $8.2 million on increased sales volume of 112 thousand tons, an improvement of 16.1% over prior year.

Consolidated gross profit increased $4.9 million with a 144 basis point expansion in margin year-over-year. Consolidated adjusted EBITDA of $9.5 million, increased $5.5 million with a 331 basis point expansion in margin year-over-year.

Selling, general and administrative expenses ("SG&A") were $13.6 million compared to $14.3 million in the prior year. As a percentage of total revenue, SG&A expenses decreased to 9.3%, compared to 11.4% in the prior year.

During the first quarter of 2014, the Company recorded a $0.6 million non-cash loss related to derivatives. This non-cash loss was comprised of fair value changes in the Company's warrants. This compared to a non-cash loss of $18.4 million during the first quarter of 2013 from fair value changes in the Company's warrants and convertible notes. These changes were due to the increase in the price of the Company's stock during the first quarters of 2014 and 2013.

The Company's free cash flow in the first quarter of 2014 was ($9.8) million, compared to ($9.1) million in the prior year. The decrease in free cash flow was due to increased capital expenditures which increased $8.3 million over prior year. The increase in capital expenditures was due to higher spending on mixer trucks, ready-mixed plant capacity expansions in California, a new aggregates plant in New Jersey and the development of our new Red River sand and gravel operation on the border of Texas and Oklahoma, all to support the growing demand in our markets.

The Company's net debt at March 31, 2014 was $118.3 million, up $16.8 million from December 31, 2013. The increase in net debt was due to a reduction in cash and cash equivalents during the first quarter of 2014, primarily due to increased capital expenditures and the acquisition of two ready-mixed concrete plants in west Texas. Net debt at March 31, 2014 was comprised of total debt of $214.5 million, less cash and cash equivalents of $96.2 million.

Ready-mix backlog at the end of the first quarter of 2014 was approximately 4.3 million cubic yards, up 23.4% compared to the end of the first quarter of 2013 and up 7.8% since the beginning of the year.

CONFERENCE CALL

U.S. Concrete has scheduled a conference call for Thursday, May 8, 2014 at 10:00 a.m. Eastern time, to review its first quarter 2014 results. To participate in the call, dial Toll-free: (877) 312-8806 -- Conference ID: 35784102 at least ten minutes before the conference call begins and ask for the U.S. Concrete conference call. A replay of the conference call will be available after the call under the investor relations section of the Company's website at www.us-concrete.com.

Investors, analysts and the general public will also have the opportunity to listen to the conference call over the Internet by accessing www.us-concrete.com. To listen to the live call on the Web, please visit the Web site at least 15 minutes early to register, download and install any necessary audio software. For those who cannot listen to the live Web cast, an archive will be available shortly after the call under the investor relations section of the Company's website at www.us-concrete.com.

USE OF NON-GAAP FINANCIAL MEASURES

This press release uses the non-GAAP financial measures "adjusted EBITDA, " "adjusted net income (loss)," "adjusted EBITDA margin," "free cash flow" and "net debt." The Company has included adjusted EBITDA and adjusted EBITDA margin in this press release because it is widely used by investors for valuation and comparing the Company's financial performance with the performance of other building material companies. The Company also uses adjusted EBITDA and adjusted EBITDA margin to monitor and compare the financial performance of its operations. Adjusted EBITDA does not give effect to the cash the Company must use to service its debt or pay its income taxes, and thus does not reflect the funds actually available for capital expenditures. In addition, the Company's presentation of adjusted EBITDA and adjusted EBITDA margin may not be comparable to similarly titled measures that other companies report. The Company considers free cash flow to be an important indicator of its ability to service debt and generate cash for acquisitions and other strategic investments. The Company believes that net debt is useful to investors as a measure of its financial position. The Company presents adjusted net income (loss) and adjusted net income (loss) per share to provide more consistent information for investors to use when comparing operating results for the first quarter of 2014 to the first quarter of 2013. Non-GAAP financial measures should be viewed in addition to, and not as an alternative for, the Company's reported operating results or cash flow from operations or any other measure of performance as determined in accordance with GAAP. See the attached "Additional Statistics" for reconciliation of each of these non-GAAP financial measures to the most comparable GAAP financial measures for the quarters ended March 31, 2014 and 2013.

ABOUT U.S. CONCRETE

U.S. Concrete services the construction industry in several major markets in the United States through its two business segments: ready-mixed concrete and aggregate products. The Company has 103 fixed and 9 portable ready-mixed concrete plants and eight producing aggregates facilities. During 2013, our plant facilities produced approximately 5.2 million cubic yards of ready-mixed concrete and approximately 3.6 million tons of aggregates. For more information on U.S. Concrete, visit www.us-concrete.com.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This press release contains various forward-looking statements and information that are based on management's belief, as well as assumptions made by and information currently available to management. These forward-looking statements speak only as of the date of this press release. The Company disclaims any obligation to update these statements and cautions you not to rely unduly on them. Forward-looking information includes, but is not limited to, statements regarding: the stability of the business; encouraging nature of third quarter volume and pricing increases; ready-mix backlog; ability to maintain our cost structure and the improvements achieved during our restructuring and monitor fixed costs; ability to maximize liquidity, manage variable costs, control capital spending and monitor working capital usage; and the adequacy of current liquidity. Although U.S. Concrete believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that those expectations will prove to have been correct. Such statements are subject to certain risks, uncertainties and assumptions, including, among other matters: general and regional economic conditions; the level of activity in the construction industry; the ability of U.S. Concrete to complete acquisitions and to effectively integrate the operations of acquired companies; development of adequate management infrastructure; departure of key personnel; access to labor; union disruption; competitive factors; government regulations; exposure to environmental and other liabilities; the cyclical and seasonal nature of U.S. Concrete's business; adverse weather conditions; the availability and pricing of raw materials; the availability of refinancing alternatives; and general risks related to the industry and markets in which U.S. Concrete operates. Should one or more of these risks materialize, or should underlying assumptions prove incorrect, actual results or outcomes may vary materially from those expected. These risks, as well as others, are discussed in greater detail in U.S. Concrete's filings with the Securities and Exchange Commission, including U.S. Concrete's Annual Report on Form 10-K for the year ended December 31, 2013 and subsequent Quarterly Reports on Form 10-Q.

(Tables Follow)

U.S. CONCRETE, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)
(in thousands, except per share amounts)

	Three months ended March 31, 2014	Three months ended March 31, 2013
Revenue	$ 146,257	$ 125,425
Cost of goods sold before depreciation, depletion and amortization	124,525	108,592
Selling, general and administrative expenses	13,643	14,345
Depreciation, depletion and amortization	4,898	4,825
(Gain) loss on sale of assets	(349)	5
Income (loss) from operations	3,540	(2,342)
Interest expense, net	5,010	2,772
Derivative loss	(623)	(18,446)
Gain on extinguishment of debt	--	4,310
Other income, net	489	493
Loss from continuing operations before income taxes	(1,604)	(18,757)
Income tax expense (benefit)	22	(5,197)
Loss from continuing operations	(1,626)	(13,560)
Income (loss) from discontinued operations, net of taxes	473	(804)
Net loss	$ (1,153)	$ (14,364)
Basic and diluted loss per share:		
Loss from continuing operations	$ (0.12)	$ (1.10)
Income (loss) from discontinued operations, net of taxes	0.03	(0.06)
Net loss per share -- basic and diluted	$ (0.09)	$ (1.16)
Weighted average shares outstanding:		

Basic and diluted	13,567	12,359

U.S. CONCRETE, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands)

	March 31, 2014 (Unaudited)	December 31, 2013
ASSETS		
Current assets:		
Cash and cash equivalents	$ 96,222	$ 112,667
Trade accounts receivable, net of allowances of $2,961 and $2,813 as of March 31, 2014 and December 31, 2013, respectively	97,443	92,163
Inventories	27,143	27,610
Deferred income taxes	424	708
Prepaid expenses	5,919	3,416
Other receivables	3,233	3,205
Assets held for sale	6,441	--
Other current assets	320	2,457
Total current assets	237,145	242,226
Property, plant and equipment, net of accumulated depreciation, depletion, and amortization of $57,530 and $54,694 as of March 31, 2014 and December 31, 2013, respectively	143,405	138,560
Goodwill	13,809	11,646
Intangible assets, net	12,703	13,073
Other assets	8,364	8,485
Total assets	$ 415,426	$ 413,990
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	39,441	38,518
Accrued liabilities	44,174	42,950
Current maturities of long-term debt	4,061	3,990
Liabilities held for sale	836	--
Derivative liabilities	22,313	21,690
Total current liabilities	110,825	107,148
Long-term debt, net of current maturities	210,462	210,154
Other long-term obligations and deferred credits	5,839	7,921
Deferred income taxes	4,969	5,040
Total liabilities	332,095	330,263
Commitments and contingencies (Note 16)		
Equity:		
Preferred stock	--	--
Common stock	14	14
Additional paid-in capital	153,479	152,695
Accumulated deficit	(64,478)	(63,325)
Treasury stock, at cost	(5,684)	(5,657)

Total stockholders' equity	83,331	83,727
Total liabilities and equity	$ 415,426	$ 413,990

U.S. CONCRETE, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(in thousands)

	Three months ended March 31,	
	2014	2013
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (1,153)	$ (14,364)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation, depletion and amortization	4,898	4,862
Debt issuance cost amortization	403	927
Gain on extinguishment of debt	--	(4,310)
Amortization of facility exit costs	--	(53)
Amortization of discount on long-term incentive plan and other accrued interest	94	125
Net loss on derivative	623	18,446
Net (gain) loss on sale of assets	(969)	231
Deferred income taxes	251	(5,215)
Provision for doubtful accounts	188	204
Stock-based compensation	530	758
Changes in assets and liabilities:		
Accounts receivable	(7,541)	(503)
Inventories	85	12
Prepaid expenses and other current assets	(2,596)	2,619
Other assets and liabilities	49	(1,300)
Accounts payable and accrued liabilities	3,211	(7,916)
Net cash used in operating activities	(1,927)	(5,477)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property, plant and equipment	(10,165)	(1,848)
Payments for acquisitions	(3,143)	--
Proceeds from disposals of property, plant and equipment	2,323	111
Payments for disposal of business units	--	(1,866)
Net cash used in investing activities	(10,985)	(3,603)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from revolver borrowings	159	38,030
Repayments of revolver borrowings	(159)	(25,959)
Proceeds from exercise of stock options and warrants	254	--
Payments of other long-term obligations	(2,250)	--
Payments for other financing	(973)	(458)
Debt issuance costs	(537)	(1,341)
Purchase of treasury shares	(27)	(1,280)
Net cash (used in) provided by financing activities	(3,533)	8,992

NET DECREASE IN CASH AND CASH EQUIVALENTS	(16,445)	(88)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	112,667	4,751
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 96,222	$ 4,663

U.S. CONCRETE, INC. AND SUBSIDIARIES
SELECTED REPORTABLE SEGMENT INFORMATION
(in thousands)
(Unaudited)

	Three months ended March 31,	
	2014	2013
Revenue:		
Ready-mixed concrete		
Sales to external customers	$ 133,926	$ 115,202
Aggregate products		
Sales to external customers	4,617	3,201
Intersegment sales	3,628	3,319
Total reportable segment revenue	142,171	121,722
Other products and eliminations	4,086	3,703
Total revenue	$ 146,257	$ 125,425
Reportable Segment Adjusted EBITDA:		
Ready-mixed concrete	$ 13,732	$ 9,173
Aggregate products	79	(582)
Total reportable segment Adjusted EBITDA	13,811	8,591
Reconciliation of reportable segment Adjusted EBITDA to loss from continuing operations before income taxes:		
Total reportable segment Adjusted EBITDA	13,811	8,591
Other products and eliminations income from operations	545	706
Corporate overhead	(6,319)	(7,238)
Depreciation, depletion and amortization for reportable segments	(4,107)	(4,054)
Interest expense, net	(5,010)	(2,772)
Corporate gain on early extinguishment of debt	--	4,310
Corporate derivative loss	(623)	(18,446)
Corporate and other products and eliminations other income, net	99	146
Loss from continuing operations before income taxes	$ (1,604)	$ (18,757)

U.S. CONCRETE, INC.

ADDITIONAL STATISTICS

(Unaudited)

We report our financial results in accordance with generally accepted accounting principles in the United States ("GAAP"). However, our management believes that certain non-GAAP performance measures and ratios, which our management uses in managing our business, may provide users of this financial information additional meaningful comparisons between current results and results in prior operating periods. See the table below for (1) presentations of our adjusted EBITDA, adjusted EBITDA margin and Free Cash Flow for the quarters ended March 31, 2014 and 2013, and Net Debt as of March 31, 2014 and December 31, 2013 and (2) corresponding reconciliations to GAAP financial measures for the quarters ended March 31, 2014 and 2013 and as of March 31, 2014 and December 31, 2013. We have also provided below (1) the impact of non-cash stock compensation expense, derivative losses, gain (loss) on extinguishment of debt, officer severance and expenses related to the Company's relocation of the corporate headquarters on net income (loss) and net income (loss) per share and (2) corresponding reconciliations to GAAP financial measures for the quarters ended March 31, 2014 and 2013. We have also shown below certain Ready-Mixed Concrete Statistics for the quarters ended March 31, 2014 and 2013.

We define adjusted EBITDA as our net income (loss) from continuing operations, plus the provision (benefit) for income taxes, net interest expense, depreciation, depletion and amortization, non-cash stock compensation expense, derivative loss, gain (loss) on extinguishment of debt, officer severance and expense related to the Company's relocation of the corporate headquarters. We define adjusted EBITDA margin as the amount determined by dividing adjusted EBITDA by total revenue. We have included adjusted EBITDA and adjusted EBITDA margin in the accompanying tables because they are widely used by investors for valuation and comparing our financial performance with the performance of other building material companies. We also use adjusted EBITDA and adjusted EBITDA margin to monitor and compare the financial performance of our operations. Adjusted EBITDA does not give effect to the cash we must use to service our debt or pay our income taxes and thus does not reflect the funds actually available for capital expenditures. In addition, our presentation of adjusted EBITDA may not be comparable to similarly titled measures other companies report.

We define adjusted net income (loss) and adjusted net income (loss) per share as net income (loss) and net income (loss) per share excluding non-cash stock compensation expense, derivative loss, gain (loss) on extinguishment of debt, officer severance and expense related to the Company's relocation of the corporate headquarters. We present adjusted net income (loss) and adjusted net income (loss) per share to provide more consistent information for investors to use when comparing operating results for the quarters ended March 31, 2014 and 2013.

We define Free Cash Flow as cash provided by (used in) operations less capital expenditures for property, plant and equipment, net of disposals. We consider Free Cash Flow to be an important indicator of our ability to service our debt and generate cash for acquisitions and other strategic investments.

We define Net Debt as total debt, including current maturities and capital lease obligations, minus cash and cash equivalents. We believe that Net Debt is useful to investors as a measure of our financial position.

Non-GAAP financial measures should be viewed in addition to, and not as an alternative for, our reported operating results or cash flow from operations or any other measure of performance prepared in accordance with GAAP.

	Three months ended March 31, 2014	Three months ended March 31, 2013
	(In thousands, except average price amounts and net income (loss) per share)	
Ready-Mixed Concrete Statistics:		
Average price per cubic yard (in dollars)	$ 106.53	$ 101.40
Volume in cubic yards	1,254	1,133
Adjusted Net Income and EPS:		
Net Loss	$ (1,153)	$ (14,364)
Add: Derivative loss	623	18,446
Less: Gain on extinguishment of debt	--	(4,310)
Add: Non-cash stock compensation expense	530	758
Add: Expenses related to corporate headquarters' relocation	--	224
Adjusted net income	$ --	$ 754
Net loss per diluted share	$ (0.09)	$ (1.16)
Impact of derivative loss	0.05	1.49
Impact of gain on extinguishment of debt	--	(0.35)
Impact of non-cash stock compensation expense	0.04	0.06
Impact of expenses related to corporate headquarters' relocation	--	0.02
Adjusted net income per diluted share	$ --	$ 0.06
Adjusted EBITDA reconciliation:		
Net loss from continuing operations	$ (1,626)	$ (13,560)
Income tax expense (benefit)	22	(5,197)
Interest expense, net	5,010	2,772

Derivative loss	623	18,446
Depreciation, depletion and amortization	4,898	4,825
Gain on extinguishment of debt	--	(4,310)
Non-cash stock compensation expense	530	758
Expenses related to corporate headquarters' relocation	--	224
Adjusted EBITDA	$ 9,457	$ 3,958
Adjusted EBITDA margin	6.5%	3.2%
Free Cash Flow reconciliation:		
Net cash used in operating activities	$ (1,927)	$ (5,477)
Less: capital expenditures	(10,165)	(1,848)
Plus: proceeds from the sale of property, plant and equipment	2,323	111
Less: payments made in the disposal of business units	--	(1,866)
Free Cash Flow	$ (9,769)	$ (9,080)

	As of March 31, 2014	As of December 31, 2013
Net Debt reconciliation:		
Total debt, including current maturities and capital lease obligations	$ 214,523	$ 214,144
Less: cash and cash equivalents	96,222	112,667
Net Debt	$ 118,301	$ 101,477

CONTACT: Matt Brown
Senior Vice President and CFO
U.S. Concrete, Inc.
817-835-4105