

*****ATTENTION DIRECT PURCHASERS OF READY-MIXED CONCRETE*****

NOTICE OF CLASS ACTION SETTLEMENT

If you are or were a person or entity who purchased Ready-Mixed Concrete directly from Irving Materials, Inc., Prairie Material Sales, Inc. or its subsidiary Hoosier Concrete LLC, Builder's Concrete & Supply, Inc., Shelby Gravel, Inc., d/b/a Shelby Materials, American Concrete Company, Inc., Hughey, Inc., d/b/a Carmel Concrete Products, or MA-RI-AL Corporation d/b/a Beaver Materials Corporation (hereafter "Defendants"), which was delivered from a facility within the Counties of Boone, Hamilton, Hancock, Hendricks, Johnson, Madison, Marion, Monroe, Morgan, and Shelby, in the State of Indiana, at any time from and including July 1, 2000 through and including May 25, 2004, you may be entitled to comment on, exclude yourself, or receive payments from the Settlement.

PLEASE READ THIS NOTICE CAREFULLY.

A Settlement has been reached between the Plaintiffs in *In re Ready-Mixed Concrete Antitrust Litigation*, Case No. 1:05-cv-00979-SEB-JMS (the "Lawsuit") and Irving Materials, Inc. ("IMI"), Fred R. (Pete) Irving, Daniel Butler, John Huggins and Price Irving (collectively "IMI Defendants"), and the proposed Settlement Class has been certified by the United States District Court for the Southern District of Indiana (the "Court").

WHAT THIS LAWSUIT IS ABOUT: The Lawsuit asserts that the Defendants conspired to raise, fix, maintain, or stabilize the price of Ready-Mixed Concrete sold from plants in the Counties of Boone, Hamilton, Hancock, Hendricks, Johnson, Madison, Marion, Monroe, Morgan, and Shelby, in the State of Indiana (the "Central Indiana Area") at artificially high levels, in violation of Section 1 of the Sherman Act, Title 15, United States Code, Section 1. The Defendants deny the allegations of the Lawsuit.

WHO IS IN THE CLASS: You are a member of the Proposed Settlement Class if you purchased Ready-Mixed Concrete directly from Irving Materials, Inc., Prairie Material Sales, Inc. or its subsidiary Hoosier Concrete LLC, Builder's Concrete & Supply, Inc., Shelby Gravel, Inc., d/b/a Shelby Materials, American Concrete Company, Inc., Hughey, Inc., d/b/a Carmel Concrete Products, or MA-RI-AL Corporation d/b/a Beaver Materials Corporation, which was delivered from a facility within the Counties of Boone, Hamilton, Hancock, Hendricks, Johnson, Madison, Marion, Monroe, Morgan, and Shelby, in the State of Indiana, at any time from and including July 1, 2000 through and including May 25, 2004.

THE PROPOSED SETTLEMENT: The IMI Defendants have agreed to pay the amount of \$29,000,000 ("Settlement Amount") pursuant to the terms of the Settlement to be deposited into a Settlement Fund no later than April 1, 2010, or five (5) days after the Court's entry of an Order and Final Judgment if such entry occurs after April 1, 2010. Class Counsel will seek Court permission to distribute the Settlement Fund to Class Members and to pay amounts approved by the Court for Class Counsel's attorneys' fees and reasonable expenses, reasonable future expenditures made or to be made by Class Counsel on behalf of Class Members to pursue the Lawsuit against the Defendants other than the IMI Defendants, notices to Class Members, and incentive payments to the class representatives. The Settlement does not prevent the Plaintiffs from seeking damages from other Defendants caused by the IMI Defendants' alleged participation in the price-fixing conspiracy.

This settlement was achieved after more than four years of litigation and numerous negotiating sessions between Class Counsel and the lawyers for the IMI Defendants. Because of the inherent risks of litigation Plaintiffs believe that the Settlement provides the most fair and efficient resolution of the Plaintiffs' and Class Members' claims against the IMI Defendants. The IMI Defendants deny any liability for the claims in the Lawsuit, and the Court has not made any determination of the IMI Defendants' liability for the claims.

It is anticipated that the proposed distribution of amounts from the Settlement Fund to Class Members will be in direct proportion to the amount of a Class Member's purchases of Ready-Mixed Concrete from the Defendants at any time from July 1, 2000 through May 25, 2004. Once the Court has approved a plan of distribution of the Settlement Fund, information about the proposed distribution and instructions for submitting a claim will be provided to Class Members.

PAYMENT OF ATTORNEYS' FEES AND COSTS: Class Counsel will file a petition with the Court no later than seven days prior to the Fairness Hearing asking for payment of attorneys' fees in the amount of 33 1/3 % of the Settlement Amount, and the reimbursement of reasonable expenses, to be paid from the Settlement Fund, which petition will be available on the settlement website. The Court may consider whether to approve the payment of attorneys' fees and expenses in this amount during the Fairness Hearing or at a later time determined by the Court, and the IMI Defendants will not oppose the request for approval. These fees and expenses, however, will not be paid until time for appeal and/or appeal of this Settlement has been exhausted.

YOUR LEGAL RIGHTS AND OPTIONS IF YOU ARE A CLASS MEMBER: (YOU MUST CHOOSE BETWEEN ONE OF THESE OPTIONS)		DEADLINE
EXCLUDE YOURSELF	You may exclude yourself from the Settlement, in which case you will not be eligible to receive any payments from the Settlement that are approved by the Court, or to comment on the Settlement. A request for exclusion must: (i) state that you intend to "opt-out" or request "exclusion" from the Settlement Class against the IMI Defendants; (ii) contain the full name and current address of the person or entity requesting exclusion; (iii) contain the title and a statement of authority of any person requesting exclusion from the Settlement Class on behalf of an entity other than an individual; (iv) contain the title of the Lawsuit: "In re Ready Mixed Concrete Antitrust Litigation;" (v) be signed by you; and (vi) be sent by U.S. mail, first class and postage prepaid, with a postmark on or before February 8, 2010 to Class Counsel at the address below.	2/8/2010
DO NOTHING	If you choose to do nothing you will remain eligible to receive any payments from the Settlement that are approved by the Court. This will result in a release of any right you may have to pursue the same legal claims brought, or which could have been brought, in this case against the IMI Defendants, but will not result in a release of any right you may have to pursue the same legal claims against the other Defendants.	N/A
OBJECT	You may write to the Court if you do not think the Settlement is fair. If you exclude yourself from the Settlement you may not object. To be considered, any objection must: (i) contain the full name and current address of the person objecting; (ii) contain the title and a statement of authority of any person objecting on behalf of an entity other than an individual; (iii) contain the title of the Lawsuit: "In re Ready Mixed Concrete	2/8/2010

	Antitrust Litigation;" (iv) state the reasons for your objection; (v) be accompanied by any evidence, briefs, motions or other materials you intend to offer in support of your objection; (vi) be signed by you; and (vii) be sent by U.S. mail, first class and postage prepaid, with a postmark on or before February 8, 2009 , to Class Counsel, counsel for the IMI Defendants, and the Court, at the addresses below.	
GO TO A HEARING	If you object, you may also ask to speak in Court about the fairness of the Settlement.	3/29/2010

FAIRNESS HEARING: The Court will hold a hearing – which is called the Fairness Hearing – at the United States Courthouse, Room 216, 46 East Ohio Street, Indianapolis, Indiana, at 10:00 o'clock a.m. on Monday, March 29, 2010. At the Fairness Hearing, the Court will consider whether the Settlement is fair, reasonable, and adequate. After the Fairness Hearing, the Court will decide whether to approve the Settlement. If you have submitted a timely written objection to the Settlement, you (or your lawyer) may be permitted to speak at the Fairness Hearing; however, you do not need to be present for the Court to consider your objection.

APPEAR BY COUNSEL: The law firms of Cohen & Malad, LLP and Susman Godfrey LLP have been appointed by the Court and represent you and other Settlement Class Members. These lawyers are called Class Counsel. If you want to be represented by your own lawyer, you may hire one at your own expense. However, any lawyer intending to appear at the Fairness Hearing must be duly admitted to practice law before the United States District Court for the Southern District of Indiana and must file a written appearance no later than **February 8, 2009**. Copies of the appearance must be served on Class Counsel and counsel for the IMI Defendants at the addresses included in this Notice in accordance with the Federal Rules of Civil Procedure.

CONTACT INFORMATION:

Class Counsel:	IMI Defendants' Counsel:	The Court:
Irwin B. Levin COHEN & MALAD, LLP One Indiana Square, Suite 1400 Indianapolis, IN 46204	G. Daniel Kelley, Jr. ICE MILLER One American Square P.O. Box 82001 Indianapolis, IN 46282	The Honorable Sarah Evans Barker, Judge United States District Court, Southern District of Indiana United States Courthouse, Room 210 46 East Ohio Street Indianapolis, IN 46204

ADDITIONAL INFORMATION: The description in this Notice is general and does not cover all of the issues and the proceedings thus far. More details about the Lawsuit and the Settlement, including a detailed definition of terms, are in the Settlement Agreement. You may review the Settlement Agreement and the court file during business hours at the Office of the Clerk of the United States District Court, United States Courthouse, Room 105, 46 East Ohio Street, Indianapolis, Indiana. You may also direct questions concerning the Settlement to Class Counsel at the address above. **Please do not contact the Court directly with any questions.**

Additional information about the Lawsuit and the Settlement may be obtained from the following Internet website:

www.concreteantitrustsettlement.com

/s/ Sarah Evans Barker, Judge
United States District Court,
Southern District of Indiana