

US CONCRETE INC
Form SC 13D/A
November 05, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934
(Amendment No. 2)**

U.S. CONCRETE, INC.

(Name of Issuer)

Common Stock, \$.001 par value

(Title of Class of Securities)

90333L102

(CUSIP Number)

Dr. Ingo Schaffernak

HeidelbergCement AG

Berliner Straße 6

69120 Heidelberg

Germany

011-49-6221-481-366

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

Copy to:

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Michael H. Hyer, Esq.

300 East John Carpenter Freeway, Suite 1645

Irving, Texas 75062

972-653-6141

September 22, 2009

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240-13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

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CUSIP No. 90333L102

1. Names of Reporting Persons. **HBMA Holdings LLC**
I.R.S. Identification Nos. of above persons (entities only). **22-3473702**
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Delaware
7. Sole Voting Power
8. Shared Voting Power
3,233,451 (**See Item 5**)
9. Sole Dispositive Power
10. Shared Dispositive Power
3,233,451 (**See Item 5**)
11. Aggregate Amount Beneficially Owned by Each Reporting Person
3,233,451
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
8.7%
14. Type of Reporting Person (See Instructions)
OO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 90333L102

1. Names of Reporting Persons. **Ms. Ruth Merckle**
I.R.S. Identification Nos. of above persons (entities only). **Not applicable (natural person)**

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)
00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
Germany

7. Sole Voting Power

8. Shared Voting Power
-0-

9. Sole Dispositive Power

10. Shared Dispositive Power
-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person
-0-

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)
0%

14. Type of Reporting Person (See Instructions)
IN/HC

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 90333L102

1. Names of Reporting Persons. **Mr. Ludwig Merckle**
I.R.S. Identification Nos. of above persons (entities only). **Not applicable (natural person)**
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
00
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Germany
7. Sole Voting Power
8. Shared Voting Power
-0-
9. Sole Dispositive Power
10. Shared Dispositive Power
-0-
11. Aggregate Amount Beneficially Owned by Each Reporting Person
-0-
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
0%
14. Type of Reporting Person (See Instructions)
IN/HC

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 90333L102

1. Names of Reporting Persons. **Mr. Tobias Merckle**
I.R.S. Identification Nos. of above persons (entities only). **Not applicable (natural person)**
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
00
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Germany
7. Sole Voting Power
8. Shared Voting Power
-0-
9. Sole Dispositive Power
10. Shared Dispositive Power
-0-
11. Aggregate Amount Beneficially Owned by Each Reporting Person
-0-
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
0%
14. Type of Reporting Person (See Instructions)
IN/HC

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 90333L102

1. Names of Reporting Persons. **Dr. Philipp Merckle**
I.R.S. Identification Nos. of above persons (entities only). **Not applicable (natural person)**
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
00
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Germany
7. Sole Voting Power
8. Shared Voting Power
-0-
9. Sole Dispositive Power
10. Shared Dispositive Power
-0-
11. Aggregate Amount Beneficially Owned by Each Reporting Person
-0-
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
0%
14. Type of Reporting Person (See Instructions)
IN/HC

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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1. Names of Reporting Persons. **Ms. Jutta Breu (nee Jutta Merckle)**
I.R.S. Identification Nos. of above persons (entities only). **Not applicable (natural person)**

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)
00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
Germany

7. Sole Voting Power

8. Shared Voting Power
-0-

9. Sole Dispositive Power

10. Shared Dispositive Power
-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person
-0-

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)
0%

14. Type of Reporting Person (See Instructions)
IN/HC

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 90333L102

This Amendment No. 2 to Schedule 13D (this Amendment) is being filed to amend and supplement the statement on Schedule 13D initially filed on June 6, 2008 (the Schedule 13D) by (a) HBMA Holdings, Inc., a Delaware corporation, and (b) (i) Dr. Adolf Merckle, a citizen of the Federal Republic of Germany, (ii) Ms. Ruth Merckle, a citizen of the Federal Republic of Germany, (iii) Mr. Ludwig Merckle, a citizen of the Federal Republic of Germany, (iv) Mr. Tobias Merckle, a citizen of the Federal Republic of Germany, (v) Dr. Philipp Merckle, a citizen of the Federal Republic of Germany, and (vi) Ms. Jutta Breu (nee Jutta Merckle), a citizen of the Federal Republic of Germany, relating to beneficial ownership of shares of common stock, \$.001 par value (Shares) of U.S. Concrete, Inc. (the Issuer).

On June 8, 2009, the reporting persons filed Amendment No. 1 to the Schedule 13D to reflect a change in the reporting persons due to (i) the conversion of HBMA Holdings, Inc. to HBMA Holdings LLC, a Delaware limited liability company, and (ii) the death of Dr. Adolph Merckle. Dr. Merckle's beneficial ownership interest in Shares of the Issuer was transferred to his son, Mr. Ludwig Merckle, who, as a result of disclaimers by two of his siblings, is Dr. Merckle's sole heir.

This Amendment is filed to report that Ms. Ruth Merckle, Mr. Ludwig Merckle, Mr. Tobias Merckle, Dr. Philipp Merckle and Ms. Jutta Breu have ceased to have any beneficial ownership in the Shares of the Issuer, as a result of transactions involving the sale of their controlling interest in the capital stock of HeidelbergCement AG, the ultimate parent corporation of HBMA Holdings LLC.

Only those items which are included below are being amended and supplemented by this Amendment. Items in the Schedule 13D, as previously amended, not listed below remain unchanged. Capitalized terms used herein and not defined shall have the meaning set forth in the Schedule 13D, as previously amended.

This statement is being filed jointly by the reporting persons pursuant to the Joint Filing Agreement dated June 6, 2008 and filed as Exhibit 1 to the Schedule 13D.

ITEM 2. IDENTITY AND BACKGROUND

Item 2 of the Schedule 13D is hereby amended and restated to read in its entirety as follows:

This Schedule 13D is filed jointly by (a) HBMA Holdings LLC, a Delaware limited liability company formerly known as HBMA Holdings, Inc. (HBMA), and (b) (i) Ms. Ruth Merckle, a citizen of the Federal Republic of Germany, (ii) Mr. Ludwig Merckle, a citizen of the Federal Republic of Germany, (iii) Mr. Tobias Merckle, a citizen of the Federal Republic of Germany, (iv) Dr. Philipp Merckle, a citizen of the Federal Republic of Germany, and (v) Ms. Jutta Breu (nee Jutta Merckle), a citizen of the Federal Republic of Germany (collectively, the Merckle Family) (HBMA and the Merckle Family collectively, the Reporting Persons).

HBMA is a Delaware limited liability company whose principal business is the ownership of subsidiary companies whose core products are cement, ready-mixed concrete, aggregates, concrete and steel pipe, brick and related products. HBMA is an indirect 100% owned subsidiary of

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HeidelbergCement AG, a corporation incorporated under the laws of the Federal Republic of Germany (HeidelbergCement). HeidelbergCement is a corporation whose core products are cement, ready-mixed concrete, aggregates and related products. Annex A attached hereto sets forth the name, state or other place of organization, principal business and address of its principal place of business and principal office of HBMA, HeidelbergCement and each of the HeidelbergCement corporate entities between HeidelbergCement and HBMA.

The name, position with HBMA, present principal occupation or employment and business address of each of the managers and executive officers of HBMA and each member of the managing board and the supervisory board of HeidelbergCement are set forth in Annex B attached hereto. Mr. Ludwig Merckle and Mr. Tobias Merckle are members of the supervisory board of HeidelbergCement.

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Mr. Ludwig Merckle, Mr. Tobias Merckle, Dr. Philipp Merckle and Ms. Jutta Breu (nee Jutta Merckle) are the children of Ms. Ruth Merckle and Dr. Adolf Merckle (deceased). The name, citizenship, business addresses and principal occupation of each member of the Merckle Family are set forth in Annex C attached hereto.

Prior to September 22, 2009, the Merckle Family held approximately 53.6% of the outstanding shares of HeidelbergCement, through Spohn Cement GmbH, a corporation incorporated under the laws of the Federal Republic of Germany (Spohn). Spohn is wholly-owned, directly and indirectly through investment vehicles, by the Merckle Family, and the address of Spohn s principal offices is Diekstraat 3, 25870 Norderfriedrichskoog, Germany. In addition, prior to September 22, 2009, Mr. Ludwig Merckle, as the sole heir of Dr. Adolf Merckle (deceased), owned an additional 25.46% of the outstanding shares of HeidelbergCement through other investment vehicles.

On September 22, 2009, HeidelbergCement issued 62.5 million new shares of its capital stock, increasing its stated capital by 50%, and Spohn and other companies controlled by the Merckle Family sold shares of HeidelbergCement stock as part of a secondary offering. As a result of those transactions, Mr. Ludwig Merckle s ownership interest in HeidelbergCement has been reduced to 24.42%, and Spohn and the remaining members of the Merckle Family no longer have any ownership interest in HeidelbergCement.

During the last five years, none of the Reporting Persons or, to the knowledge of the Reporting Persons, none of the entities set forth in Annex A and none of the persons set forth in Annex B has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, U.S. federal or state securities laws or finding any violation with respect to such laws.

Pursuant to Rule 13D-1(k) under the Securities Exchange Act of 1934 (the Exchange Act), the Reporting Persons have agreed to file one statement with respect to their beneficial ownership of Shares of the Issuer and the joint Schedule 13D of the Reporting Persons as amended from time to time is herein referred to as this Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5(a) of the Schedule 13D is hereby amended and restated to read in its entirety as follows:

(a) The responses of the Reporting Persons to Rows (7) through (11) and (13) of the cover pages to this Schedule 13D are hereby incorporated by reference. The percentages set forth in this Item 5 are calculated based upon the number of Shares (excluding those held in treasury) outstanding of 37,322,883 as of August 6, 2009, as set forth in the Issuer s Quarterly Report on Form 10-Q for the quarter ended June 30, 2009.

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HBMA owns 3,233,451 Shares (the HBMA Shares) representing 8.7% of the outstanding Shares of the Issuer. Neither the Merckle Family nor any of the entities listed on Annex A other than HBMA directly own any Shares or other equity securities of the Issuer.

Since HBMA is an indirect wholly-owned subsidiary of HeidelbergCement, HeidelbergCement may be deemed to beneficially own the HBMA Shares. All the entities described on Annex A as middle-tier subsidiaries of HeidelbergCement are parent entities of HBMA, all of which may be deemed to beneficially own the HBMA Shares.

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ITEM 7. MATERIALS TO BE FILED AS EXHIBITS

Exhibit	Description
1	Joint Filing Agreement Pursuant to Rule 13d-1 (incorporated by reference to Exhibit 1 to Schedule 13D filed with the Securities and Exchange Commission on June 6, 2008).
24	Power of Attorney (incorporated by reference to Exhibit 24 to Schedule 13D filed with the Securities and Exchange Commission on June 6, 2008).

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Annex A to the Schedule 13D is hereby amended and restated to read in its entirety as follows:

ANNEX A

Corporate Entities

HeidelbergCement and HBMA	State or Other Place of Organization	Principal Business	Address of Principal Place of Business and Principal Office	Shareholders/Beneficial Owner
HeidelbergCement AG	Germany	Cement, ready-mix concrete, aggregates and related products	Berliner Straße 6, 69120 Heidelberg, Germany	Mr. Ludwig Merckle (including through investment vehicles) 24.42% Public free float 75.58%
HBMA Holdings LLC	Delaware	Holding Company	300 East John Carpenter Freeway, Suite 1645 Irving, Texas 75062	HNA Investments

HeidelbergCement AG Middle-Tier Subsidiaries

Name of Middle-Tier Subsidiary	State or Other Place of Organization	Principal Business	Address of Principal Place of Business and Principal Office	Shareholders/Beneficial Owner
HeidelbergCement International Holding GmbH	Germany	Holding Company	Berliner Straße 6, 69120 Heidelberg, Germany	HeidelbergCement AG
HeidelbergCement Holding S.á.r.l.	Luxembourg	Holding Company	46 A, Avenue J. F. Kennedy, Luxembourg	HeidelbergCement AG 49.95% HeidelbergCement International Holding GmbH 54.05%
HeidelbergCement UK Holding Limited	United Kingdom	Holding Company	3160 Solihull Parkway, Park Square, Birmingham Business Park, Birmingham, England	HeidelbergCement Holding S.á.r.l.
Lehigh UK Limited	United Kingdom	Holding Company	3160 Solihull Parkway, Park Square, Birmingham Business Park, Birmingham, England	HeidelbergCement UK Holding Limited
Hanson Limited	United Kingdom	Holding Company	1, Grosvenor Place, London SW1X 7JH, England	Lehigh UK Limited
HeidelbergCement UK Holding II Limited	United Kingdom	Holding Company	3160 Solihull Parkway, Park Square, Birmingham Business Park, Birmingham, England	Hanson Limited

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Lehigh B.V.	Netherlands	Holding Company	Sint Teunislaan 1, Gebouw Cementum, 5231 BS s'Hertogenbosch, Netherlands	HeidelbergCement UK Holding II Limited
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Lehigh Hanson, Inc. (f/k/a Heidelberg Cement, Inc.)	Delaware	Holding Company	300 East John Carpenter Freeway, Suite 1645 Irving, Texas 75062	Lehigh B.V.
Hanson Devon Limited	Ireland	Holding Company	WIL House, Shannon Business Park, Shannon, County Clare, Republic of Ireland	Lehigh Hanson, Inc. (f/k/a Heidelberg Cement, Inc.)
Essex NA Holdings LLC	Delaware	Holding Company	300 East John Carpenter Freeway, Suite 1645 Irving, Texas 75062	Hanson Devon Limited
HNA Investments	Delaware	Holding Company	300 East John Carpenter Freeway, Suite 1645 Irving, Texas 75062	Hanson Devon Limited 99% Essex NA Holdings LLC 1%

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Annex B to the Schedule 13D is hereby amended and restated to read in its entirety as follows:

ANNEX B

Managers and Executive Officers of HBMA Holdings LLC

The name, present positions with HBMA, present principal occupation or employment and business address of each of the managers and executive officers of HBMA Holdings LLC are set forth below. All persons named in the table below are citizens of the United States.

Name	Positions with HBMA	Present Principal Occupation or Employment	Business Address
James K. Kitzmiller	Manager and President	President and Chief Executive Officer, Lehigh Hanson, Inc.(1)	8505 Freeport Parkway Irving, Texas 75063
Michael H. Hyer	Manager, Vice President and Secretary	Vice President General Counsel, Lehigh Hanson, Inc.(1)	300 East John Carpenter Freeway, Suite 1645 Irving, Texas 75062
Timothy W. McHugh	Manager and Vice President	Vice President, Chief Financial Officer, Lehigh Hanson, Inc.	8505 Freeport Parkway Irving, Texas 75063
Robert Creveling	Treasurer	Treasurer, Lehigh Hanson, Inc.(1)	8505 Freeport Parkway Irving, Texas 75063

(1)HBMA Holdings LLC is a downstream subsidiary of Lehigh Hanson, Inc.

Managing Board and Supervisory Board of HeidelbergCement AG

The name, present positions with HeidelbergCement AG, present principal occupation or employment and business address of each of the members of the managing board and supervisory board of HeidelbergCement AG are set forth below. All persons named in the table below are citizens of the Federal Republic of Germany.

Name	Positions with HeidelbergCement AG	Present Principal Occupation or Employment	Business Address
Dr. Bernd Scheifele	Chairman of the Managing Board	Chairman of the Managing Board of HeidelbergCement AG	Berliner Straße 6, 69120 Heidelberg, Germany
Dr. Dominik von Achten	Member of the Managing Board	Member of the Managing Board of HeidelbergCement AG	Berliner Straße 6, 69120 Heidelberg, Germany
Daniel Gauthier			

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	Member of the Managing Board	Member of the Managing Board of HeidelbergCement AG	Berliner Straße 6, 69120 Heidelberg, Germany
Andreas Kern	Member of the Managing Board	Member of the Managing Board of HeidelbergCement AG	Berliner Straße 6, 69120 Heidelberg, Germany
Dr. Lorenz Näger	Member of the Managing Board	Member of the Managing Board of HeidelbergCement AG	Berliner Straße 6, 69120 Heidelberg, Germany
Dr. Albert Scheuer	Member of the Managing Board	Member of the Managing Board of HeidelbergCement AG	Berliner Straße 6, 69120 Heidelberg, Germany
Fritz-Jürgen Heckmann	Chairman of the Supervisory Board	Business Lawyer	Gerokstraße 13 b, 70184 Stuttgart, Germany
Heinz Schmitt	Deputy Chairman of the Supervisory Board	Chairman of the Council of Employees at Headquarters, HeidelbergCement AG	Berliner Straße 6, 69120 Heidelberg, Germany

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Robert Feiger	Member of the Supervisory Board	Deputy Chairman of the Federal Executive Committee, IG Bauen-Agrar-Umwelt	Olof-Palme-Straße 19, 60439 Frankfurt, Germany
Josef Heumann	Member of the Supervisory Board	Chairman of the Council of Employees at Burglengenfeld Plant, HeidelbergCement AG	Schmidmühlener Straße 30, 93133 Burglengenfeld, Germany
Gerhard Hirth	Member of the Supervisory Board	Managing Director, SCHWENK Group of Companies	Hindenburggring 11 15, 89077 Ulm, Germany
Max Dietrich Kley	Member of the Supervisory Board	Attorney	BASF AG, Carl-Bosch-Straße 38, 67056, Ludwigshafen, Germany
Hans Georg Kraut	Member of the Supervisory Board	Director of Schelklingen Plant, HeidelbergCement AG	Zementwerk 1, 89601 Schelklingen, Germany
Ludwig Merckle	Member of the Supervisory Board	Economist	Graf-Arco-Straße 3, 89079 Ulm, Germany
Tobias Merckle	Member of the Supervisory Board	Managing Director of the Association Prisma	Prisma e.V., Seehaus 1, 71229 Leonberg, Germany
Eduard Schleicher	Member of the Supervisory Board	Partner, SCHWENK Group of Companies	Hindenburggring 11 15, 89077 Ulm, Germany
Werner Schraeder	Member of the Supervisory Board	Chairman of General Council of Employees, HeidelbergCement AG, and Chairman of the Council of Employees at Ennigerloh Plant, HeidelbergCement AG	Mozartstraße 16, 59320 Ennigerloh, Germany
Frank-Dirk Steininger	Member of the Supervisory Board	Employment Law Specialist for Federal Executive Committee, IG Bauen-Agrar-Umwelt	Olof-Palme-Straße 19, 60439 Frankfurt, Germany

CUSIP No. 90333L102

Annex C to the Schedule 13D is hereby amended and restated to read in its entirety as follows:

ANNEX C

Members of the Merckle Family

The name, present principal occupation or employment and business address of each of the members of the Merckle Family are set forth below. All persons named in the table below are citizens of the Federal Republic of Germany.

Name	Present Principal Occupation or Positions with HBMA	Employment Business Address
Ruth Merckle	Physiotherapist	Graf-Arco-Straße 3, 89079 Ulm, Germany
Ludwig Merckle	Economist	Graf-Arco-Straße 3, 89079 Ulm, Germany
Tobias Merckle	Managing Director of the Association Prisma	Prisma e.V., Seehaus 1, 71229 Leonberg, Germany
Dr. Philipp Merckle	Member of the Supervisory Board of Gruschwitz AG, Leutkirch, Germany	Graf-Arco-Straße 3, 89079 Ulm, Germany
Jutta Breu (nee Jutta Merckle)	Commercial Employee	MTS Systems GmbH, Hohentwielsteig 3, 14163 Berlin, Germany

CUSIP No. 90333L102

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

HBMA Holdings LLC

Dated: November 5, 2009

By:

/s/ Michael H. Hyer
Name: Michael H. Hyer
Title: **Vice President**

Dated: November 5, 2009

By:

/s/ Martin Schockenhoff
Martin Schockenhoff, Attorney-in-Fact for
Ruth Merckle

Dated: November 5, 2009

By:

/s/ Martin Schockenhoff
Martin Schockenhoff, Attorney-in-Fact for
Ludwig Merckle

Dated: November 5, 2009

By:

/s/ Martin Schockenhoff
Martin Schockenhoff, Attorney-in-Fact for
Tobias Merckle

Dated: November 5, 2009

By:

/s/ Martin Schockenhoff
Martin Schockenhoff, Attorney-in-Fact for
Dr. Philipp Merckle

Dated: November 5, 2009

By:

/s/ Martin Schockenhoff
Martin Schockenhoff, Attorney-in-Fact for
Jutta Breu (nee Jutta Merckle)