

STATE OF NORTH CAROLINA
DEPARTMENT OF TRANSPORTATION
RALEIGH, N.C.

C202996

CONTRACT AND
CONTRACT BONDS

FOR CONTRACT NO. C202996

WBS 5CR.10921.37 STATE FUNDED

COUNTY OF WAKE
THIS IS THE ROADWAY CONTRACT
ROUTE NUMBER US 1 LENGTH 11.260 MILES
LOCATION US-1 FROM CHATHAM COUNTY LINE TO SR-1009 (TRYON RD).

CONTRACTOR FSC II LLC DBA FRED SMITH COMPANY
ADDRESS 6105 CHAPEL HILL RD
RALEIGH, NC 27607

BIDS OPENED MARCH 20, 2012
CONTRACT EXECUTION APR 16 2012

Vendor 3 of 4: FSC II LLC DBA FRED SMITH COMPANY (5072) Call Order 013 (Proposal: C202996)

Bid Information

County: WAKE
Address: 6105 Chapel Hill Road
 Raleigh , NC , 27607
Signature Check: Thomas_T_Johnson_Jr_5072
Time Bid Received: March 20, 2012 01:26 PM
Amendment Count: 0

Bid Checksum: D6C4B652
Bid Total: \$3,997,551.80 ✓
Items Total: \$3,997,551.80
Time Total: \$0.00

Bidding Errors: None.	MBE GOAL SET	4.0
	MBE GOAL MET	4.0
	WBE GOAL SET	4.0
	WBE GOAL MET	4.0

**Vendor 3 of 4: FSC II LLC DBA FRED SMITH COMPANY (5072)
Call Order 013 (Proposal: C202996)**

Bid Bond Information

Projects:	Bond Maximum:
Counties:	State of Incorporation:
Bond ID: SNC12487677	Agency Execution Date: 3/5/2012 11
Paid by Check: No	Surety Name: surety2000
Bond Percent: 5%	Bond Agency Name: Western Surety Company

Vendor 5072's Bid Information for Call 013, Letting L120320, 03/20/12

FSC II LLC, dba, Fred Smith Company (5072)
 Call Order 013 (Proposal ID C202996)

LIST OF MBE PARTICIPANTS

VENDOR NUMBER	DBE NAME ADDRESS	WORK CODE TYPE OF WORK	CERT TYPE AMOUNT		
9210 MB	AUSTIN TRUCKING, LLC P.O. BOX 606 , CLAYTON, NC 27528		Sub 160,778.45	✓	arm committed
			TOTAL: \$160,778.45	✓	arm
			4.02%	✓	arm

Vendor 5072's Bid Information for Call 013, Letting L120320, 03/20/12

FSC II LLC, dba, Fred Smith Company (5072)
 Call Order 013 (Proposal ID C202996)

LIST OF WBE PARTICIPANTS

VENDOR NUMBER	DBE NAME ADDRESS	WORK CODE TYPE OF WORK	CERT TYPE AMOUNT		
4858 WB	STATE CONTRACTING, INC. POST OFFICE BOX 91742 , RALEIGH, NC 27675		Sub 50,000.00	✓	arm committed
4761 WB	TRAFFIC CONTROL SAFETY SERVICES POST OFFICE BOX 24511 , WINSTON-SALEM, NC 27114		Sub 97,522.45	✓	arm committed
2446 WB	HAROLD A. PURYEAR TRUCKING CO. 5844 LEASE LANE , RALEIGH, NC 27617		Sub 13,252.50	✓	arm committed
			TOTAL: \$160,774.95	✓	arm
			4.02%	✓	arm

Vendor 5072's Bid Information for Call 013, Letting L120320, 03/20/12

FSC II LLC, dba, Fred Smith Company (5072)
 Call Order 013 (Proposal ID C202996)

Miscellaneous Data Info - Contractor Responses:

NON-COLLUSION AND DEBARMENT CERTIFICATION

Explanation of the prospective bidder that is unable to certify to any of the statements in this certification:

- Explanation:
- NOT ANSWERED
- NOT ANSWERED
- NOT ANSWERED
- NOT ANSWERED

AWARD LIMITS ON MULTIPLE PROJECTS

By answering YES to this statement, the bidder acknowledges that they are using the award limits on multiple projects. No

It is the desire of the Bidder to be awarded contracts, the value of which will not exceed a total of NOT ANSWERED for those

projects indicated herein, for which bids will be opened on (MM/DD/YY)

The Award Limits shall apply to the following projects:

Contract Number	County
NOT ANSWERED	
NOT ANSWERED	
NOT ANSWERED	
NOT ANSWERED	
NOT ANSWERED	
NOT ANSWERED	

Bid Bond Data Info - Contractor Responses:

=====

BondID: SNC12487677
 Surety Registry Agency: surety2000
 Verified?: Yes
 Surety Agency: Western Surety Company
 Bond Execution Date: 3/5/2012 11
 Bond Amount: \$199,877.59 (Five Percent of Bid)

Contract ID: C202996 Project(s): STATE FUNDED
 Letting Date: 03-20-12 Call Order: 013
 Bidder: 5072 - FSC II LLC, dba, Fred Smith Company

Line No.	Item Description	Approx. Quantity and Units	Unit Price		Bid Amount	
			Dollars	Cts	Dollars	Ct
Section 0001 ROADWAY ITEMS						
Alt Group						
0001	0000100000-N MOBILIZATIO N	LUMP	LUMP			92,000.00
0002	0000900000-N GENERIC MISCELLANEOUS ITEM GRADING FOR RAMP WIDENING	LUMP	LUMP			4,700.00
0003	0036000000-E UNDERCUT EXCAVATION	CY 50.000	28.50000			1,425.00
0004	0106000000-E BORROW EXCAVATION	CY 295.000	28.50000			8,407.50
0005	0264000000-E GENERIC GRADING ITEM SHOULDER GRADING	SMI 53.300	1,750.00000			93,275.00
0006	1121000000-E AGGREGATE BASE COURSE	TON 1,255.000	23.00000			28,865.00
0007	1220000000-E INCIDENTAL STONE BASE	TON 628.000	23.00000			14,444.00
0008	1297000000-E MILLING ASPHALT PAVEMENT, ***"DEPTH (1-1/2")	SY 411,688.000	0.55000			226,428.40
0009	1297000000-E MILLING ASPHALT PAVEMENT, ***"DEPTH (5-1/2")	SY 352.000	13.25000			4,664.00
0010	1491000000-E ASPHALT CONC BASE COURSE, TYPE B25.0C	TON 311.000	55.00000			17,105.00
0011	1503000000-E ASPHALT CONC INTERMEDIATE COURSE, TYPE I19.0C	TON 169.000	37.00000			6,253.00

Dept of Transportation

Revised:

Contract ID: C202996

Project(s): STATE FUNDED

Letting Date: 03-20-12 Call Order: 013

Bidder: 5072 - FSC II LLC, dba, Fred Smith Company

Line No.	Item Description	Approx. Quantity and Units	Unit Price		Bid Amount	
			Dollars	Cts	Dollars	Ct
0012	1523000000-E ASPHALT CONC SURFACE COURSE, TYPE S9.5C	41,903.000 TON	26.65000		1,116,714.95	
0013	1575000000-E ASPHALT BINDER FOR PLANT MIX	2,493.000 TON	670.00000		1,670,310.00	
0014	1704000000-E PATCHING EXISTING PAVEMENT	500.000 TON	146.00000		73,000.00	
0015	1840000000-E MILLED RUMBLE STRIPS (ASPHALT CONCRETE)	115,316.000 LF	0.25000		28,829.00	
0016	1891000000-E GENERIC PAVING ITEM FOG SEAL	123,792.000 SY	0.70000		86,654.40	
0017	2830000000-N ADJUSTMENT OF MANHOLES	1.000 EA	725.00000		725.00	
0018	4116100000-N SIGN ERECTION, RELOCATE, TYPE **** (GROUND MOUNTED) (D)	1.000 EA	500.00000		500.00	
0019	4399000000-N TEMPORARY TRAFFIC CONTROL	LUMP	LUMP		8,100.00	
0020	4510000000-N LAW ENFORCEMENT	2,000.000 HR	38.50000		77,000.00	
0021	4688000000-E THERMOPLASTIC PAVEMENT MARKING LINES (6", 90 MILS)	246,532.000 LF	0.67000		165,176.44	
0022	4690000000-E THERMOPLASTIC PAVEMENT MARKING LINES (6", 120 MILS)	31,994.000 LF	0.77000		24,635.38	
0023	4700000000-E THERMOPLASTIC PAVEMENT MARKING LINES (12", 90 MILS)	8,912.000 LF	1.90000		16,932.80	

Dept of Transportation

Revised:

Contract ID: C202996

Project(s): STATE FUNDED

Letting Date: 03-20-12 Call Order: 013

Bidder: 5072 - FSC II LLC, dba, Fred Smith Company

Line No.	Item Description	Approx. Quantity and Units	Unit Price		Bid Amount	
			Dollars	Cts	Dollars	Ct
0024	4710000000-E THERMOPLASTIC PAVEMENT MARKING LINES (24", 120 MILS)	175.000 LF	10.00000		1,750.00	
0025	4721000000-E THERMOPLASTIC PAVEMENT MARKING CHARACTER (120 MILS)	12.000 EA	90.00000		1,080.00	
0026	4725000000-E THERMOPLASTIC PAVEMENT MARKING SYMBOL (90 MILS)	61.000 EA	90.00000		5,490.00	
0027	4905000000-N SNOWPLOWABLE PAVEMENT MARKERS	2,267.000 EA	19.25000		43,639.75	
0028	5255000000-N PORTABLE LIGHTING	LUMP	LUMP		40,500.00	
0029	6000000000-E TEMPORARY SILT FENCE	3,690.000 LF	1.90000		7,011.00	
0030	6036000000-E MATTING FOR EROSION CONTROL	6,360.000 SY	1.45000		9,222.00	
0031	6071010000-E WATTLE	8,430.000 LF	6.00000		50,580.00	
0032	6071020000-E POLYACRYLAMIDE (PAM)	587.000 LB	5.50000		3,228.50	
0033	6084000000-E SEEDING & MULCHING	31.670 ACR	1,900.00000		60,173.00	
0034	7444000000-E INDUCTIVE LOOP SAWCUT	1,958.000 LF	4.46000		8,732.68	
Section 0001 Total						3,997,551.80

Dept of Transportation

Revised:

Contract ID: C202996

Project(s): STATE FUNDED

Letting Date: 03-20-12 Call Order: 013

Bidder: 5072 - FSC II LLC, dba, Fred Smith Company

Line No.	Item Description	Approx. Quantity and Units	Unit Price		Bid Amount	
			Dollars	Cts	Dollars	Ct
	Bid Total				3,997,551.80	

NON-COLLUSION AND DEBARMENT CERTIFICATION

The bidder certifies that neither he, nor any official, agent or employee of the bidder has entered into any agreement, participated in any collusion, or otherwise taken any action which is in restraint of free competitive bidding in connection with this bid, and that the bidder intends to do the work with its own bonafide employees or subcontractors and is not bidding for the benefit of another contractor. In addition, submitting this electronic bid constitutes the bidder's certification of Status under penalty of perjury under the laws of the United States and in accordance with the Debarment Certification on file with the Department.

By submitting this bid, the bidder certifies to the best of his knowledge and belief that he and his principals:

- a. Are not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from covered transactions by any Federal department or agency;
- b. Have not within a three-year period preceding this proposal been convicted of or had a civil judgment rendered against them for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (Federal, State or local) transaction or contract under a public transaction; violation of Federal or State antitrust statutes or commission of embezzlement, theft, forgery, bribery, falsification or destruction of records; making false statements; or receiving stolen property;
- c. Are not presently indicted for or otherwise criminally or civilly charged by a governmental entity (Federal, State or local) with commission of any of the offenses enumerated in paragraph b. of this certification; and
- d. Have not within a three-year period preceding this proposal had one or more public transactions (Federal, State or local) terminated for cause or default.

Where the prospective bidder is unable to certify to any of the statements in this certification, the bidder shall submit an explanation in the blanks provided herein. The explanation will not necessarily result in denial of participation in a contract.

Explanation:
NOT ANSWERED
NOT ANSWERED
NOT ANSWERED
NOT ANSWERED

If the prequalified bidder's status changes, he shall immediately submit a new fully executed non-collusion affidavit and debarment certification with an explanation of the change to the Contract Office prior to submitting the bid.

Failure to furnish a certification or an explanation will be grounds for rejection of a bid

AWARD LIMITS ON MULTIPLE PROJECTS

By answering YES to this statement, the bidder acknowledges that they are using the award limits on multiple projects. No

A bidder who desires to bid on more than one project on which bids are to be opened on the same date, and who also desires to avoid receiving an award of more projects than he is equipped to handle, may bid on any number of projects but may limit the total amount of work awarded to him on selected projects by completing the AWARD LIMITS ON MULTIPLE PROJECTS.

The Award Limits on Multiple Projects must be filled in on each project bid for which the Bidder desires protection.

It is the desire of the Bidder to be awarded contracts, the value of which will not exceed a total of NOT ANSWERED for those

projects indicated herein, for which bids will be opened on (MM/DD/YY)

The Award Limits shall apply to the following projects:

Contract Number	County
NOT ANSWERED	
NOT ANSWERED	
NOT ANSWERED	
NOT ANSWERED	
NOT ANSWERED	
NOT ANSWERED	

It is agreed that if I am (we are) the low Bidder(s) on indicated projects, the total value of which is more than the above stipulated award limits, the Board of Transportation will award me (us) projects from among those indicated that have a total value not to exceed the award limit and will result in the lowest total bids to the Department of Transportation.

MBE COMMITMENT ITEMS

PAGE: 7

PROPOSAL: C202996
 LETTING: L120320 CALL: 013
 VENDOR: 5072 FSC II LLC, dba, Fred Smith Company

LINE NO.	ITEM NO.	ITEM DESC.	UNIT TYPE	SUBCONTRACTOR QUANTITY	SUBCONTRACTOR UNIT PRICE	EXTENDED AMOUNT

MBE SUBCONTRACTOR: 9210 AUSTIN TRUCKING, LLC						
Will Use Quote: Yes						
0010	1491000000-E	ASP CONC BAS	TON	190.000	5.60000	1064.00
		HAUL TO BE PAID HOURLY @ \$67.00/TON				
0011	1503000000-E	ASP CONC INT	TON	105.000	5.55000	582.75
		HAUL TO BE PAID HOURLY @ \$67.00/TON				
0012	1523000000-E	ASP CONC SUR	TON	26390.000	6.03000	159131.70
		HAUL TO BE PAID HOURLY @ \$67.00/TON				
MBE COMMITMENT TOTAL FOR SUBCONTRACTOR:						160,778.45 ✓ am
TOTAL MBE COMMITMENT FOR VENDOR:					Entered: 4.02% or	160778.45 ✓ am
					Required: 4.00% or	159902.07
						<GOAL MET>

WBE COMMITMENT ITEMS

PAGE: 8

PROPOSAL: C202996
 LETTING: L120320 CALL: 013
 VENDOR: 5072 FSC II LLC, dba, Fred Smith Company

LINE NO.	ITEM NO.	ITEM DESC.	UNIT TYPE	SUBCONTRACTOR QUANTITY	SUBCONTRACTOR UNIT PRICE	EXTENDED AMOUNT
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WBE SUBCONTRACTOR: 4858 STATE CONTRACTING, INC.
 Will Use Quote: Yes

0014	1704000000-E	PATCHING EXI TON		500.000	100.00000	50000.00
		PORTION OF ITEM, LAYDOWN EQUIPMENT & LABOR				

WBE COMMITMENT TOTAL FOR SUBCONTRACTOR: 50,000.00 ✓ arm

WBE SUBCONTRACTOR: 4761 TRAFFIC CONTROL SAFETY SERVICES, INC.
 Will Use Quote: Yes

0002	0000900000-N	GENERIC MISC LS		1.000	1100.00000	1100.00
		LANE CLOSURES PAID @ \$1,100/EACH				
0005	0264000000-E	GENERIC GRAD SMI		53.300	647.28000	34500.02
		ROLLING OPERATIONS PAID @ \$1,500/EACH				
0006	1121000000-E	AGGREGATE BA TON		1255.000	1.75000	2196.25
		LANE CLOSURES PAID @ \$1,100/EACH				
0007	1220000000-E	INCIDENTAL S TON		628.000	3.50000	2198.00
		LANE CLOSURES PAID @ \$1,100/EACH				
0010	1491000000-E	ASP CONC BAS TON		311.000	5.30000	1648.30
		LANE CLOSURES PAID @ \$1,100/EACH				
0011	1503000000-E	ASP CONC INT TON		169.000	3.25000	549.25
		LANE CLOSURES PAID @ \$1,100/EACH				
0012	1523000000-E	ASP CONC SUR TON		41903.000	0.98000	41064.94
		LANE CLOSURES PAID @ \$1,100/EACH				
0015	1840000000-E	MILLED RUMBL LF		115316.000	0.05000	5765.80
		MOVING OPERATIONS PAID @ \$1,500/EACH				
0019	4399000000-N	TEMP TRAFFIC LS		1.000	2500.00000	2500.00
		WORK ZONE SIGNS - INSTALL/REMOVE				
0033	6084000000-E	SEEDING AND ACR		31.670	189.45000	5999.88
		MOVING OPERATIONS PAID @ \$1,500.00/EACH				

WBE COMMITMENT TOTAL FOR SUBCONTRACTOR: 97,522.45 ✓ arm

WBE SUBCONTRACTOR: 2446 HAROLD A. PURYEAR TRUCKING CO.
 Will Use Quote: Yes

0013	1575000000-E	ASP FOR PLAN TON		855.000	15.50000	13252.50
		LIQUID ASPHALT HAUL TO HOLLY SPRINGS - PORTION OF ITEM				

WBE COMMITMENT TOTAL FOR SUBCONTRACTOR: 13,252.50 ✓ arm

TOTAL WBE COMMITMENT FOR VENDOR: Entered: 4.02% or 160774.95 ✓
 Required: 4.00% or 159902.07
 <GOAL MET>

Contract Item Sheets For C202996

Line #	ItemNumber	Sec #	Description	Quantity Unit	Unit Bid Price	Amount Bid
ROADWAY ITEMS						
0001	0000100000-N	800	MOBILIZATION	Lump Sum LS	92,000.00	92,000.00
0002	0000900000-N	SP	GENERIC MISCELLANEOUS ITEM GRADING FOR RAMP WIDENING	Lump Sum LS	4,700.00	4,700.00
0003	0036000000-E	225	UNDERCUT EXCAVATION	50 CY	28.50	1,425.00
0004	0106000000-E	230	BORROW EXCAVATION	295 CY	28.50	8,407.50
0005	0264000000-E	SP	GENERIC GRADING ITEM SHOULDER GRADING	53.3 SMI	1,750.00	93,275.00
0006	1121000000-E	520	AGGREGATE BASE COURSE	1,255 TON	23.00	28,865.00
0007	1220000000-E	545	INCIDENTAL STONE BASE	628 TON	23.00	14,444.00
0008	1297000000-E	607	MILLING ASPHALT PAVEMENT, **** DEPTH (1-1/2")	411,688 SY	0.55	226,428.40
0009	1297000000-E	607	MILLING ASPHALT PAVEMENT, **** DEPTH (5-1/2")	352 SY	13.25	4,664.00
0010	1491000000-E	610	ASPHALT CONC BASE COURSE, TYPE B25.0C	311 TON	55.00	17,105.00
0011	1503000000-E	610	ASPHALT CONC INTERMEDIATE COURSE, TYPE I19.0C	169 TON	37.00	6,253.00
0012	1523000000-E	610	ASPHALT CONC SURFACE COURSE, TYPE S9.5C	41,903 TON	26.65	1,116,714.95
0013	1575000000-E	620	ASPHALT BINDER FOR PLANT MIX	2,493 TON	670.00	1,670,310.00
0014	1704000000-E	SP	PATCHING EXISTING PAVEMENT	500 TON	146.00	73,000.00
0015	1840000000-E	665	MILLED RUMBLE STRIPS (ASPHALT CONCRETE)	115,316 LF	0.25	28,829.00
0016	1891000000-E	SP	GENERIC PAVING ITEM FOG SEAL	123,792 SY	0.70	86,654.40
0017	2830000000-N	858	ADJUSTMENT OF MANHOLES	1 EA	725.00	725.00
0018	4116100000-N	904	SIGN ERECTION, RELOCATE, TYPE **** (GROUND MOUNTED) (D)	1 EA	500.00	500.00

Contract Item Sheets For C202996

Line #	ItemNumber	Sec #	Description	Quantity Unit	Unit Bid Price	Amount Bid
0019	4399000000-N	1105	TEMPORARY TRAFFIC CONTROL	Lump Sum LS	8,100.00	8,100.00
0020	4510000000-N	SP	LAW ENFORCEMENT	2,000 HR	38.50	77,000.00
0021	4688000000-E	1205	THERMOPLASTIC PAVEMENT MARKING LINES (6", 90 MILS)	246,532 LF	0.67	165,176.44
0022	4690000000-E	1205	THERMOPLASTIC PAVEMENT MARKING LINES (6", 120 MILS)	31,994 LF	0.77	24,635.38
0023	4700000000-E	1205	THERMOPLASTIC PAVEMENT MARKING LINES (12", 90 MILS)	8,912 LF	1.90	16,932.80
0024	4710000000-E	1205	THERMOPLASTIC PAVEMENT MARKING LINES (24", 120 MILS)	175 LF	10.00	1,750.00
0025	4721000000-E	1205	THERMOPLASTIC PAVEMENT MARKING CHARACTER (120 MILS)	12 EA	90.00	1,080.00
0026	4725000000-E	1205	THERMOPLASTIC PAVEMENT MARKING SYMBOL (90 MILS)	61 EA	90.00	5,490.00
0027	4905000000-N	1253	SNOWPLOWABLE PAVEMENT MARKERS	2,267 EA	19.25	43,639.75
0028	5255000000-N	1413	PORTABLE LIGHTING	Lump Sum LS	40,500.00	40,500.00
0029	6000000000-E	1605	TEMPORARY SILT FENCE	3,690 LF	1.90	7,011.00
0030	6036000000-E	1631	MATTING FOR EROSION CONTROL	6,360 SY	1.45	9,222.00
0031	6071010000-E	SP	WATTLE	8,430 LF	6.00	50,580.00
0032	6071020000-E	SP	POLYACRYLAMIDE (PAM)	587 LB	5.50	3,228.50
0033	6084000000-E	1660	SEEDING & MULCHING	31.67 ACR	1,900.00	60,173.00
0034	7444000000-E	1725	INDUCTIVE LOOP SAWCUT	1,958 LF	4.46	8,732.68

TOTAL AMOUNT OF BID FOR ENTIRE PROJECT

\$3,997,551.80

Contract No. C202996
County Wake

Rev. 5-19-11

**EXECUTION OF CONTRACT
NON-COLLUSION AFFIDAVIT, DEBARMENT CERTIFICATION AND GIFT BAN CERTIFICATION
LIMITED LIABILITY COMPANY**

The Contractor being duly sworn, solemnly swears (or affirms) that neither he, nor any official, agent or employee has entered into any agreement, participated in any collusion, or otherwise taken any action which is in restraint of free competitive bidding in connection with this Contract, that the Contractor has not been convicted of violating N.C.G.S. § 133-24 within the last three years, and that the Contractor intends to do the work with its own bonafide employees or subcontractors and did not bid for the benefit of another contractor.

By submitting this Execution of Contract, Non-Collusion Affidavit and Debarment Certification, the Contractor is certifying his status under penalty of perjury under the laws of the United States in accordance with the Debarment Certification attached, provided that the Debarment Certification also includes any required statements concerning exceptions that are applicable.

N.C.G.S. § 133-32 and Executive Order 24 prohibit the offer to, or acceptance by, any State Employee of any gift from anyone with a contract with the State, or from any person seeking to do business with the State. By execution of any response in this procurement, you attest, for your entire organization and its employees or agents, that you are not aware that any such gift has been offered, accepted, or promised by any employees of your organization.

SIGNATURE OF CONTRACTOR

FSC II, LLC dba Fred Smith Company

Full Name of Firm

6105 Chapel Hill Road, Raleigh, NC 27607

Address as Prequalified


Signature of Witness


Signature of ~~Member/Manager~~ Authorized Agent
Select appropriate title

Adam Kingsley

Print or type Signer's name

Ken Barber

Print or type Signer's Name

AFFIDAVIT MUST BE NOTARIZED

Subscribed and sworn to before me this the

2nd day of April 2012

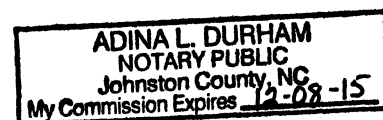

Signature of Notary Public

of Wake County

State of North Carolina

My Commission Expires: Dec 08, 2015

NOTARY SEAL



Contract No. C202996

County (ies): Wake

ACCEPTED BY THE
DEPARTMENT OF TRANSPORTATION

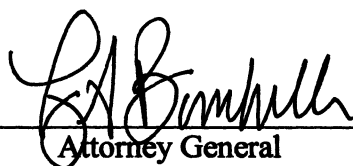


Contract Officer



Date

Execution of Contract and Bonds
Approved as to Form:



Assistant

Attorney General

Contract No. C202996
County Wake

Rev 5-17-11

CONTRACT PAYMENT BOND

Date of Payment Bond Execution April 2, 2012

Name of Principal Contractor FSC II, LLC dba Fred Smith Company

Name of Surety: Western Surety Company and Liberty Mutual Insurance Company

Name of Contracting Body: North Carolina Department of Transportation
Raleigh, North Carolina

Amount of Bond: \$3,997,551.80

Contract ID No.: C202996

County Name: Wake

KNOW ALL MEN BY THESE PRESENTS, That we, the PRINCIPAL CONTRACTOR (hereafter, PRINCIPAL) and SURETY above named, are held and firmly bound unto the above named Contracting Body, hereinafter called the Contracting Body, in the penal sum of the amount stated above for the payment of which sum well and truly to be made, we bind ourselves, our heirs, executors, administrators, and successors, jointly and severally, firmly by these presents.

THE CONDITION OF THIS OBLIGATION IS SUCH, that whereas the principal entered into a certain contract with the Contracting Body, numbered as shown above and hereto attached:

NOW THEREFORE, if the principal shall promptly make payment to all persons supplying labor and material in the prosecution of the work provided for in said contract, and any and all duly authorized modifications of said contract that may hereafter be made, notice of which modifications to the surety being hereby waived, then this obligation to be void; otherwise to remain in full force and virtue.

IN WITNESS WHEREOF, the above-bound parties have executed this instrument under their several seals on the date indicated above, the name and corporate seal of each corporate party being hereto affixed and these presents duly signed by its undersigned representative, pursuant to authority of its governing body.

Contract No. C202996
County Wake

Rev 5-17-11

CONTRACT PAYMENT BOND

Affix Seal of Surety Company

Western Surety Company and Liberty Mutual Insurance Company
Print or type Surety Company Name

By Renee Ellis
Print, stamp or type name of Attorney-in-Fact

Renee Ellis
Signature of Attorney-in-Fact

Billie Jo Sanders
Signature of Witness

Billie Jo Sanders
Print or type Signer's name

2601 Bell Road, Montgomery, Alabama 36117
Address of Attorney-in-Fact

Contract No.
County

C202996

Wake

Rev 5-17-11

CONTRACT PAYMENT BOND

LIMITED LIABILITY COMPANY

SIGNATURE OF CONTRACTOR (Principal)

Name of Contractor

FSC II, LLC dba Fred Smith Company

Full name of Firm

6105 Chapel Hill Road, Raleigh, NC 27607

Address as prequalified

By:



Signature of ~~Member, Manager~~, Authorized Agent
Select appropriate title

Ken Barber

Print or type Signer's name

Western Surety Company

POWER OF ATTORNEY APPOINTING INDIVIDUAL ATTORNEY-IN-FACT

Know All Men By These Presents, That WESTERN SURETY COMPANY, a South Dakota corporation, is a duly organized and existing corporation having its principal office in the City of Sioux Falls, and State of South Dakota, and that it does by virtue of the signature and seal herein affixed hereby make, constitute and appoint

Thomas J. Gentile, Billie Jo Sanders, Renee Ellis, Paul B Scott Jr., David J Durden, Individually

of Montgomery, AL, its true and lawful Attorney(s)-in-Fact with full power and authority hereby conferred to sign, seal and execute for and on its behalf bonds, undertakings and other obligatory instruments of similar nature

- In Unlimited Amounts -

and to bind it thereby as fully and to the same extent as if such instruments were signed by a duly authorized officer of the corporation and all the acts of said Attorney, pursuant to the authority hereby given, are hereby ratified and confirmed.

This Power of Attorney is made and executed pursuant to and by authority of the By-Law printed on the reverse hereof, duly adopted, as indicated, by the shareholders of the corporation.

In Witness Whereof, WESTERN SURETY COMPANY has caused these presents to be signed by its Senior Vice President and its corporate seal to be hereto affixed on this 5th day of May, 2011.



WESTERN SURETY COMPANY

Paul T. Bruflat
Paul T. Bruflat, Senior Vice President

State of South Dakota }
County of Minnehaha } ss

On this 5th day of May, 2011, before me personally came Paul T. Bruflat, to me known, who, being by me duly sworn, did depose and say: that he resides in the City of Sioux Falls, State of South Dakota; that he is the Senior Vice President of WESTERN SURETY COMPANY described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to the said instrument is such corporate seal; that it was so affixed pursuant to authority given by the Board of Directors of said corporation and that he signed his name thereto pursuant to like authority, and acknowledges same to be the act and deed of said corporation.

My commission expires

November 30, 2012



D. Krell
D. Krell, Notary Public

CERTIFICATE

I, L. Nelson, Assistant Secretary of WESTERN SURETY COMPANY do hereby certify that the Power of Attorney hereinabove set forth is still in force, and further certify that the By-Law of the corporation printed on the reverse hereof is still in force. In testimony whereof I have hereunto subscribed my name and affixed the seal of the said corporation this 2nd day of April, 2012.



WESTERN SURETY COMPANY

L. Nelson
L. Nelson, Assistant Secretary

Authorizing By-Law

ADOPTED BY THE SHAREHOLDERS OF WESTERN SURETY COMPANY

This Power of Attorney is made and executed pursuant to and by authority of the following By-Law duly adopted by the shareholders of the Company.

Section 7. All bonds, policies, undertakings, Powers of Attorney, or other obligations of the corporation shall be executed in the corporate name of the Company by the President, Secretary, and Assistant Secretary, Treasurer, or any Vice President, or by such other officers as the Board of Directors may authorize. The President, any Vice President, Secretary, any Assistant Secretary, or the Treasurer may appoint Attorneys in Fact or agents who shall have authority to issue bonds, policies, or undertakings in the name of the Company. The corporate seal is not necessary for the validity of any bonds, policies, undertakings, Powers of Attorney or other obligations of the corporation. The signature of any such officer and the corporate seal may be printed by facsimile.

THIS POWER OF ATTORNEY IS NOT VALID UNLESS IT IS PRINTED ON RED BACKGROUND.

This Power of Attorney limits the acts of those named herein, and they have no authority to bind the Company except in the manner and to the extent herein stated.

LIBERTY MUTUAL INSURANCE COMPANY
BOSTON, MASSACHUSETTS
POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS: That Liberty Mutual Insurance Company (the "Company"), a Massachusetts stock insurance company, pursuant to and by authority of the By-law and Authorization hereinafter set forth, does hereby name, constitute and appoint THOMAS J. GENTILE, RENEE ELLIS, BILLIE JO SANDERS, DAVID J. DURDEN, PAUL B. SCOTT JR., ALL OF THE CITY OF MONTGOMERY, STATE OF ALABAMA.....

, each individually if there be more than one named, its true and lawful attorney-in-fact to make, execute, seal, acknowledge and deliver, for and on its behalf as surety and as its act and deed, any and all undertakings, bonds, recognizances and other surety obligations in the penal sum not exceeding ONE HUNDRED MILLION AND 00/100..... DOLLARS (\$ 100,000,000.....) each, and the execution of such undertakings, bonds, recognizances and other surety obligations, in pursuance of these presents, shall be as binding upon the Company as if they had been duly signed by the president and attested by the secretary of the Company in their own proper persons.

That this power is made and executed pursuant to and by authority of the following By-law and Authorization:

ARTICLE XIII - Execution of Contracts: Section 5. Surety Bonds and Undertakings.

Any officer of the Company authorized for that purpose in writing by the chairman or the president, and subject to such limitations as the chairman or the president may prescribe, shall appoint such attorneys-in-fact, as may be necessary to act in behalf of the Company to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations. Such attorneys-in-fact, subject to the limitations set forth in their respective powers of attorney, shall have full power to bind the Company by their signature and execution of any such instruments and to attach thereto the seal of the Company. When so executed such instruments shall be as binding as if signed by the president and attested by the secretary.

By the following instrument the chairman or the president has authorized the officer or other official named therein to appoint attorneys-in-fact:

Pursuant to Article XIII, Section 5 of the By-Laws, Garnet W. Elliott, Assistant Secretary of Liberty Mutual Insurance Company, is hereby authorized to appoint such attorneys-in-fact as may be necessary to act in behalf of the Company to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations.

That the By-law and the Authorization set forth above are true copies thereof and are now in full force and effect.

IN WITNESS WHEREOF, this Power of Attorney has been subscribed by an authorized officer or official of the Company and the corporate seal of Liberty Mutual Insurance Company has been affixed thereto in Plymouth Meeting, Pennsylvania this 5th day of November, 2010.

LIBERTY MUTUAL INSURANCE COMPANY

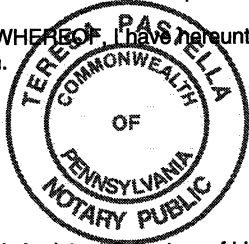
By Garnet W. Elliott, Assistant Secretary



COMMONWEALTH OF PENNSYLVANIA ss
COUNTY OF MONTGOMERY

On this 5th day of November, 2010, before me, a Notary Public, personally came Garnet W. Elliott, to me known, and acknowledged that he is an Assistant Secretary of Liberty Mutual Insurance Company; that he knows the seal of said corporation; and that he executed the above Power of Attorney and affixed the corporate seal of Liberty Mutual Insurance Company thereto with the authority and at the direction of said corporation.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my notarial seal at Plymouth Meeting, Pennsylvania, on the day and year first above written.



COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Teresa Pastella, Notary Public
Plymouth Twp., Montgomery County
My Commission Expires March 28, 2013
Member, Pennsylvania Association of Notaries

By Teresa Pastella, Notary Public

CERTIFICATE

I, the undersigned, Assistant Secretary of Liberty Mutual Insurance Company, do hereby certify that the original power of attorney of which the foregoing is a full, true and correct copy, is in full force and effect on the date of this certificate; and I do further certify that the officer or official who executed the said power of attorney is an Assistant Secretary specially authorized by the chairman or the president to appoint attorneys-in-fact as provided in Article XIII, Section 5 of the By-laws of Liberty Mutual Insurance Company.

This certificate and the above power of attorney may be signed by facsimile or mechanically reproduced signatures under and by authority of the following vote of the board of directors of Liberty Mutual Insurance Company at a meeting duly called and held on the 12th day of March, 1980.

VOTED that the facsimile or mechanically reproduced signature of any assistant secretary of the company, wherever appearing upon a certified copy of any power of attorney issued by the company in connection with surety bonds, shall be valid and binding upon the company with the same force and effect as though manually affixed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the corporate seal of the said company, this 2nd day of April, 2012.



By David M. Carey, Assistant Secretary

Not valid for mortgage, note, loan, letter of credit, bank deposit, currency rate, interest rate or residual value guarantees.

To confirm the validity of this Power of Attorney call 1-610-832-8240 between 9:00 am and 4:30 pm EST on any business day.

Contract No. C202996
County Wake ■

Rev 5-17-11

CONTRACT PERFORMANCE BOND

Date of Performance Bond Execution: April 2, 2012

Name of Principal Contractor: FSC II, LLC dba Fred Smith Company

Name of Surety: Western Surety Company and Liberty Mutual Insurance Company

Name of Contracting Body: North Carolina Department of Transportation
Raleigh, North Carolina

Amount of Bond: \$3,997,551.80

Contract ID No.: C202996

County Name: Wake

KNOW ALL MEN BY THESE PRESENTS, That we, the PRINCIPAL CONTRACTOR (hereafter, PRINCIPAL) and SURETY above named, are held and firmly bound unto the above named Contracting Body, hereinafter called the Contracting Body, in the penal sum of the amount stated above for the payment of which sum well and truly to be made, we bind ourselves, our heirs, executors, administrators, and successors, jointly and severally, firmly by these presents.

THE CONDITION OF THIS OBLIGATION IS SUCH, that whereas the principal entered into a certain contract with the Contracting Body, numbered as shown above and hereto attached:

NOW THEREFORE, if the principal shall well and truly perform and fulfill all the undertakings, covenants, terms, conditions, and agreements of said contract during the original term of said contract and any extensions thereof that may be granted by the Contracting Body, with or without notice to the Surety, and during the life of any guaranty required under the contract, and shall also well and truly perform and fulfill all the undertakings, covenants, terms, conditions, and agreements of any and all duly authorized modifications of said contract that may hereafter be made, notice of which modifications to the surety being hereby waived, then this obligation to be void; otherwise to remain in full force and virtue.

IN WITNESS WHEREOF, the above-bound parties have executed this instrument under their several seals on the date indicated above, the name and corporate seal of each corporate party being hereto affixed and these presents duly signed by its undersigned representative, pursuant to authority of its governing body.

Contract No.
County

C202996

Wake

Rev 5-17-11

CONTRACT PERFORMANCE BOND

Affix Seal of Surety Company

Western Surety Company and Liberty Mutual Insurance Company

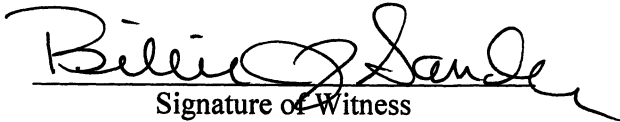
Print or type Surety Company Name

By **Renee Ellis**

Print, stamp or type name of Attorney-in-Fact



Signature of Attorney-in-Fact



Signature of Witness

Billie Jo Sanders

Print or type Signer's name

2601 Bell Road, Montgomery, Alabama 36117

Address of Attorney-in-Fact

Contract No.
County

C202996

Wake

Rev 5-17-11

CONTRACT PERFORMANCE BOND

LIMITED LIABILITY COMPANY

SIGNATURE OF CONTRACTOR (Principal)

Name of Contractor

FSC II, LLC dba Fred Smith Company

Full name of Firm

6105 Chapel Hill Road, Raleigh, NC 27607

Address as prequalified

By:



Signature of ~~Member, Manager~~, Authorized Agent

Select appropriate title

Ken Barber

Print or type Signer's name

Western Surety Company

POWER OF ATTORNEY APPOINTING INDIVIDUAL ATTORNEY-IN-FACT

Know All Men By These Presents, That WESTERN SURETY COMPANY, a South Dakota corporation, is a duly organized and existing corporation having its principal office in the City of Sioux Falls, and State of South Dakota, and that it does by virtue of the signature and seal herein affixed hereby make, constitute and appoint

Thomas J. Gentile, Billie Jo Sanders, Renee Ellis, Paul B Scott Jr., David J Durden, Individually

of Montgomery, AL, its true and lawful Attorney(s)-in-Fact with full power and authority hereby conferred to sign, seal and execute for and on its behalf bonds, undertakings and other obligatory instruments of similar nature

- In Unlimited Amounts -

and to bind it thereby as fully and to the same extent as if such instruments were signed by a duly authorized officer of the corporation and all the acts of said Attorney, pursuant to the authority hereby given, are hereby ratified and confirmed.

This Power of Attorney is made and executed pursuant to and by authority of the By-Law printed on the reverse hereof, duly adopted, as indicated, by the shareholders of the corporation.

In Witness Whereof, WESTERN SURETY COMPANY has caused these presents to be signed by its Senior Vice President and its corporate seal to be hereto affixed on this 5th day of May, 2011.



WESTERN SURETY COMPANY

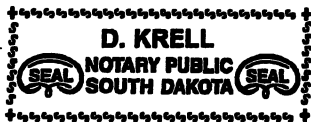
Paul T. Brufat, Senior Vice President

State of South Dakota }
County of Minnehaha } ss

On this 5th day of May, 2011, before me personally came Paul T. Brufat, to me known, who, being by me duly sworn, did depose and say: that he resides in the City of Sioux Falls, State of South Dakota; that he is the Senior Vice President of WESTERN SURETY COMPANY described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to the said instrument is such corporate seal; that it was so affixed pursuant to authority given by the Board of Directors of said corporation and that he signed his name thereto pursuant to like authority, and acknowledges same to be the act and deed of said corporation.

My commission expires

November 30, 2012



D. Krell, Notary Public

CERTIFICATE

I, L. Nelson, Assistant Secretary of WESTERN SURETY COMPANY do hereby certify that the Power of Attorney hereinabove set forth is still in force, and further certify that the By-Law of the corporation printed on the reverse hereof is still in force. In testimony whereof I have hereunto subscribed my name and affixed the seal of the said corporation this 2nd day of April, 2012.



WESTERN SURETY COMPANY

L. Nelson, Assistant Secretary

Authorizing By-Law

ADOPTED BY THE SHAREHOLDERS OF WESTERN SURETY COMPANY

This Power of Attorney is made and executed pursuant to and by authority of the following By-Law duly adopted by the shareholders of the Company.

Section 7. All bonds, policies, undertakings, Powers of Attorney, or other obligations of the corporation shall be executed in the corporate name of the Company by the President, Secretary, and Assistant Secretary, Treasurer, or any Vice President, or by such other officers as the Board of Directors may authorize. The President, any Vice President, Secretary, any Assistant Secretary, or the Treasurer may appoint Attorneys in Fact or agents who shall have authority to issue bonds, policies, or undertakings in the name of the Company. The corporate seal is not necessary for the validity of any bonds, policies, undertakings, Powers of Attorney or other obligations of the corporation. The signature of any such officer and the corporate seal may be printed by facsimile.

THIS POWER OF ATTORNEY IS NOT VALID UNLESS IT IS PRINTED ON RED BACKGROUND.

This Power of Attorney limits the acts of those named herein, and they have no authority to bind the Company except in the manner and to the extent herein stated.

LIBERTY MUTUAL INSURANCE COMPANY
BOSTON, MASSACHUSETTS
POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS: That Liberty Mutual Insurance Company (the "Company"), a Massachusetts stock insurance company, pursuant to and by authority of the By-law and Authorization hereinafter set forth, does hereby name, constitute and appoint THOMAS J. GENTILE, RENEE ELLIS, BILLIE JO SANDERS, DAVID J. DURDEN, PAUL B. SCOTT JR., ALL OF THE CITY OF MONTGOMERY, STATE OF ALABAMA.....

, each individually if there be more than one named, its true and lawful attorney-in-fact to make, execute, seal, acknowledge and deliver, for and on its behalf as surety and as its act and deed, any and all undertakings, bonds, recognizances and other surety obligations in the penal sum not exceeding ONE HUNDRED MILLION AND 00/100..... DOLLARS (\$ 100,000,000.....) each, and the execution of such undertakings, bonds, recognizances and other surety obligations, in pursuance of these presents, shall be as binding upon the Company as if they had been duly signed by the president and attested by the secretary of the Company in their own proper persons.

That this power is made and executed pursuant to and by authority of the following By-law and Authorization:

ARTICLE XIII - Execution of Contracts: Section 5. Surety Bonds and Undertakings.

Any officer of the Company authorized for that purpose in writing by the chairman or the president, and subject to such limitations as the chairman or the president may prescribe, shall appoint such attorneys-in-fact, as may be necessary to act in behalf of the Company to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations. Such attorneys-in-fact, subject to the limitations set forth in their respective powers of attorney, shall have full power to bind the Company by their signature and execution of any such instruments and to attach thereto the seal of the Company. When so executed such instruments shall be as binding as if signed by the president and attested by the secretary.

By the following instrument the chairman or the president has authorized the officer or other official named therein to appoint attorneys-in-fact:

Pursuant to Article XIII, Section 5 of the By-Laws, Garnet W. Elliott, Assistant Secretary of Liberty Mutual Insurance Company, is hereby authorized to appoint such attorneys-in-fact as may be necessary to act in behalf of the Company to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations.

That the By-law and the Authorization set forth above are true copies thereof and are now in full force and effect.

IN WITNESS WHEREOF, this Power of Attorney has been subscribed by an authorized officer or official of the Company and the corporate seal of Liberty Mutual Insurance Company has been affixed thereto in Plymouth Meeting, Pennsylvania this 5th day of November 2010.

LIBERTY MUTUAL INSURANCE COMPANY

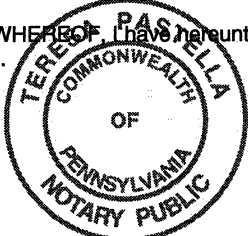
By Garnet W. Elliott, Assistant Secretary



COMMONWEALTH OF PENNSYLVANIA ss
COUNTY OF MONTGOMERY

On this 5th day of November, 2010, before me, a Notary Public, personally came Garnet W. Elliott, to me known, and acknowledged that he is an Assistant Secretary of Liberty Mutual Insurance Company; that he knows the seal of said corporation; and that he executed the above Power of Attorney and affixed the corporate seal of Liberty Mutual Insurance Company thereto with the authority and at the direction of said corporation.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my notarial seal at Plymouth Meeting, Pennsylvania, on the day and year first above written.



COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Teresa Pastella, Notary Public
Plymouth Twp., Montgomery County
My Commission Expires March 28, 2013
Member, Pennsylvania Association of Notaries

By Teresa Pastella, Notary Public

CERTIFICATE

I, the undersigned, Assistant Secretary of Liberty Mutual Insurance Company, do hereby certify that the original power of attorney of which the foregoing is a full, true and correct copy, is in full force and effect on the date of this certificate; and I do further certify that the officer or official who executed the said power of attorney is an Assistant Secretary specially authorized by the chairman or the president to appoint attorneys-in-fact as provided in Article XIII, Section 5 of the By-laws of Liberty Mutual Insurance Company.

This certificate and the above power of attorney may be signed by facsimile or mechanically reproduced signatures under and by authority of the following vote of the board of directors of Liberty Mutual Insurance Company at a meeting duly called and held on the 12th day of March, 1980.

VOTED that the facsimile or mechanically reproduced signature of any assistant secretary of the company, wherever appearing upon a certified copy of any power of attorney issued by the company in connection with surety bonds, shall be valid and binding upon the company with the same force and effect as though manually affixed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the corporate seal of the said company, this 2nd day of April, 2012.



By David M. Carey, Assistant Secretary

Not valid for mortgage, note, loan, letter of credit, bank deposit, currency rate, interest rate or residual value guarantees.

To confirm the validity of this Power of Attorney call 1-610-832-8240 between 9:00 am and 4:30 pm EST on any business day.