Form **8937**(December 2011) Department of the Treasury Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-2224

Paril Reporting	lssuer			
1 Issuer's name				2 Issuer's employer identification number (EIN)
Town to the time to the compline Regulin Regulinto Restauring to the A				75-0832210
Texas Industries, Inc. (by acquiror Martin Marietta Materials, Inc.) 3 Name of contact for additional information 4 Telephone No. of contact				5 Email address of contact
Name of contact for additional information				
6 Number and street (or P.O. box if mail is not delivered to street address) of contact				7 City, town, or post office, state, and Zip code of contact
1503 LBJ Freeway, Suite	100	Dallas, TX 75234		
8 Date of action		9 Class	ification and description	
July 1, 2014			dustries, Inc. Common Sto	ock
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
882491103			TXI / MLM	
Pari II Organizati	onal Action Attac	ch additiona	statements if needed. S	ee back of form for additional questions.
14 Describe the organiza	tional action and, if a	applicable, the	date of the action or the da	te against which shareholders' ownership is measured for
the action ► See at	achment			
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			the state of the s	
15 Describe the quantitate share or as a percent				rity in the hands of a U.S. taxpayer as an adjustment per
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			MANUAL TO THE PARTY OF THE PART	
16 Describe the calcula valuation dates ► Se		basis and the	data that supports the calcu	ulation, such as the market values of securities and the

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Organizational Action (continued) Part II List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ Internal Revenue Code Sections 302, 354, 358, 368(a), 1221, 1223 Can any resulting loss be recognized? ▶ See attachment Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See attachment Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge. Sign Here Print your name ▶ Pleparer's signature Print/Type preparer's name Check [if **Paid** self-employed **Preparer** Firm's EIN ▶ Firm's name **Use Only** Phone no. Firm's address 🕨 Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

Form 8937 (Rev. 12-2011)

Texas Industries, Inc. Attachment to Form 8937

Part II, Question 14

On July 1, 2014, Project Holdings, Inc., a wholly owned subsidiary of Martin Marietta Materials, Inc. ("Martin Marietta"), merged with and into Texas Industries, Inc. ("TXI") with TXI surviving the merger as a wholly owned subsidiary of Martin Marietta (the "merger"). In the merger, each outstanding share of TXI common stock was converted into the right to receive 0.70 shares of Martin Marietta common stock, with cash paid in lieu of fractional shares.

Part II, Question 15

The merger was intended to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code. As a result, except with respect to cash received in lieu of fractional shares, TXI shareholders did not recognize gain or loss for U.S. Federal income tax purposes upon the exchange of shares of TXI common stock for shares of Martin Marietta common stock in the merger. Former TXI shareholders have a tax basis in the Martin Marietta common stock received in the merger equal to the tax basis of the TXI common stock surrendered in exchange therefor. TXI shareholders that received cash in lieu of a fractional share of Martin Marietta common stock as part of the merger generally recognized capital gain or loss measured by the difference between the cash received for such fractional share and the portion of the shareholder's tax basis in the shares of TXI common stock allocable to the fractional share.

Part II, Question 16

In the merger, each outstanding share of TXI common stock was exchanged for 0.70 shares of Martin Marietta common stock, with cash paid in lieu of fractional shares. Each former TXI shareholder's tax basis in the Martin Marietta common stock received in the merger is the same as such shareholder's tax basis in the TXI common stock surrendered in exchange therefor. To the extent that a TXI shareholder received cash in lieu of a fractional share of Martin Marietta common stock as part of the merger, a portion of such shareholder's tax basis in the shares of TXI common stock was allocated to the fractional share, and the fractional share was deemed to be received and then exchanged for cash.

Part II, Question 18

No loss can be recognized upon the exchange of shares of TXI common stock for shares of Martin Marietta common stock in the merger. TXI shareholders that received cash in lieu of a fractional share of Martin Marietta common stock as part of the merger generally recognized capital gain or loss measured by the difference between the cash received for such fractional share and the portion of the shareholder's tax basis in the shares of TXI common stock allocable to the fractional share. Such capital gain or loss was generally long term capital gain or loss if the holding period for such shares of TXI

common stock was more than one year. The deductibility of capital losses is subject to limitations.

Part II, Question 19

The merger occurred in calendar year 2014.

The foregoing discussion does not purport to be a complete analysis or discussion of all the potential tax consequences of the merger. Please consult your own tax advisors as to the specific tax consequences to you of the merger, including tax return reporting requirements and the applicability and effect of U.S. Federal, state, local and foreign income and other tax laws in light of your particular circumstances.