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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 27, 2014

Martin Marietta Materials, Inc.
(Exact name of registrant as specified in charter)

North Carolina	1-12744	56-1848578
(State or Other Jurisdiction of Incorporation)	**(Commission File No.)**	**(I.R.S. Employer Identification No.)**

2710 Wycliff Road, Raleigh, North Carolina	27607
(Address of Principal Executive Offices)	**(Zip Code)**

(919) 781-4550
(Registrant's telephone number, including area code)

Not applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

x Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02 Results of Operations and Financial Condition.

On January 28, 2014, Martin Marietta Materials, Inc. ("Martin Marietta") announced financial results for the fourth quarter and year ended December 31, 2013. The press release, dated January 28, 2014, is furnished as Exhibit 99.1 to this report and is incorporated by reference herein.

Item 7.01 Regulation FD Disclosure.

On January 28, 2014, Martin Marietta announced financial results for the fourth quarter and year ended December 31, 2013. The press release, dated January 28, 2014, is furnished as Exhibit 99.1 to this report and is incorporated by reference herein. Additional information about the quarter and year end, and Martin Marietta's use of non-GAAP financial measures, is available on Martin Marietta's Web site at www.martinmarietta.com by clicking the heading "Financials", in the "Investors" section and then clicking the quick link "Non-GAAP Financial Measures".

Martin Marietta will host an online Web simulcast of its fourth-quarter and year ended December 31, 2013 earnings conference call on Tuesday, January 28, 2014. The live broadcast of Martin Marietta's conference call will begin at 8:30 a.m., Eastern Time, on January 28, 2014. An online replay will be available approximately two hours following the conclusion of the live broadcast. A link to these events will be available at Martin Marietta's Web site at www.martinmarietta.com. For those investors without online web access, the conference call may also be accessed by calling 866-610-1072 (international: 973-935-2840), confirmation number 51412630. A transcript of the online Web simulcast will be filed on a subsequent Form 8-K. Additional information about Martin Marietta's use of non-GAAP financial measures, as well as certain other financial or statistical information Martin Marietta may present at the conference call, will be provided on Martin Marietta's Web site.

Item 8.01 Other Events.

On January 27, 2014, Martin Marietta, Texas Industries, Inc., a Delaware corporation ("TXI"), and Project Holdings, Inc., a North Carolina corporation and a wholly owned subsidiary of Martin Marietta ("Merger Sub"), entered into an Agreement and Plan of Merger (the "Merger Agreement"). The Merger Agreement provides for a business combination whereby Merger Sub, a wholly owned subsidiary of Martin Marietta, will merge with and into TXI (the "Merger"). As a result of the Merger, the separate corporate existence of Merger Sub will cease and TXI will continue as the surviving corporation in the Merger. Pursuant to the Merger Agreement, at the effective time of the Merger, each share of TXI common stock will be converted into the right to receive 0.70 of a fully paid and nonassessable share of Martin Marietta common stock. A copy of the joint press release issued by Martin Marietta and TXI announcing the transaction is attached as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference. The terms of the Merger Agreement, including the conditions to the Merger, will be described in a subsequent filing on Form 8-K.

On January 28, 2014, Martin Marietta released an investor presentation, which is attached hereto as Exhibit 99.3 and is incorporated herein by reference.

On January 28, 2014, Martin Marietta sent a letter and FAQ statement to its employees regarding the Merger, which are attached hereto as Exhibits 99.4 and 99.5, respectively, and are incorporated herein by reference.

Cautionary Statements Regarding Forward-Looking Statements

Certain statements in this communication regarding the proposed acquisition of TXI by Martin Marietta, the expected timetable for completing the transaction, benefits and synergies of the transaction, future opportunities for the combined company and products and any other statements regarding Martin Marietta's and TXI's future expectations, beliefs, plans, objectives, financial conditions, assumptions or future events or performance that are not historical facts are "forward-looking" statements made within the meaning of Section 21E of the Securities Exchange Act of 1934. These statements are often, but not always, made through the use of words or phrases such as "may", "believe," "anticipate," "could", "should," "intend," "plan," "will," "expect(s)," "estimate(s)," "project(s)," "forecast(s)", "positioned," "strategy," "outlook" and similar expressions. All such forward-looking statements involve estimates and assumptions that are subject to risks, uncertainties and other factors that could cause actual results to differ materially from the results expressed in the statements. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking statements are the following: the parties' ability to consummate the transaction; the conditions to the completion of the transaction, including the receipt of approval of both Martin Marietta's shareholders and TXI's stockholders; the regulatory approvals required for the transaction not being obtained on the terms expected or on the anticipated schedule; the parties' ability to meet expectations regarding the timing, completion and accounting and tax treatments of the transaction; the possibility that the parties may be unable to achieve expected synergies and operating efficiencies in connection with the transaction within the expected time-frames or at all and to successfully integrate TXI's operations into those of Martin Marietta; the integration of TXI's operations into those of Martin Marietta being more difficult, time-consuming or costly than expected; operating costs, customer loss and business disruption (including, without limitation, difficulties in maintaining relationships with employees, customers, clients or suppliers) being greater than expected following the transaction; the retention of certain key employees of TXI being difficult; Martin Marietta's and TXI's ability to adapt its services to changes in technology or the marketplace; Martin Marietta's and TXI's ability to maintain and grow its relationship with its customers; levels of construction spending in the markets; a decline in defense spending and the commercial component of the nonresidential construction market and the subsequent impact on construction activity; a slowdown in residential construction recovery; unfavorable weather conditions; a widespread decline in aggregates pricing; changes in the cost of raw materials, fuel and energy and the availability and cost of construction equipment in the United States; the timing and amount of federal, state and local transportation and infrastructure funding; the ability of states and/or other entities to finance approved projects either with tax revenues or alternative financing structures; and changes to and the impact of the laws, rules and regulations (including environmental laws, rules and regulations) that regulate Martin Marietta's and TXI's operations. Additional information concerning these and other factors can be found in Martin Marietta's and TXI's filings with the Securities and Exchange Commission, including Martin Marietta's and TXI's most recent Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. Martin Marietta and TXI assume no obligation to update or revise publicly the information in this communication, whether as a result of new information, future events or otherwise, except as otherwise required by law. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof.

Additional Information and Where to Find It

In connection with the proposed transaction between Martin Marietta and TXI, Martin Marietta and TXI intend to file relevant materials with the Securities and Exchange Commission, including a Martin Marietta registration statement on Form S-4 that will include a joint proxy statement of Martin Marietta and TXI that also constitutes a prospectus of Martin Marietta. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS AND ANY OTHER RELEVANT DOCUMENTS WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT MARTIN MARIETTA, TXI AND THE PROPOSED TRANSACTION. The joint proxy statement/prospectus and other documents relating to the proposed transaction (when they are available) can be obtained free of charge from the SEC's website at www.sec.gov. These documents (when they are available) can also be obtained free of charge from Martin Marietta upon written request to the Corporate Secretary at Martin Marietta Materials, Inc., 2710 Wycliff Road, Raleigh, NC 27607, telephone number (919) 783-4540 or from Martin Marietta's website, http://ir.martinmarietta.com or from TXI upon written request to TXI at Investor Relations, Texas Industries, Inc., 1503 LBJ Freeway, Suite 400, Dallas, Texas 75234, telephone number (972) 647-6700 or from TXI's website, http://investorrelations.txi.com.

Participants in Solicitation

This communication is not a solicitation of a proxy from any investor or security holder. However, Martin Marietta, TXI and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies in connection with the proposed transaction under the rules of the SEC. Information regarding Martin Marietta's directors and executive officers may be found in its Annual Report for the year ended December 31, 2012 on Form 10-K filed with the SEC on February 2, 2013 and the definitive proxy statement relating to its 2013 Annual Meeting of Shareholders filed with the SEC on April 16, 2013. Information regarding TXI's directors and executive officers may be found in its Annual Report for the year ended May 31, 2013 on Form 10-K filed with the SEC on July 22, 2013 and the definitive proxy statement relating to its 2013 Annual Meeting of Shareholders filed with the SEC on August 23, 2013. These documents can be obtained free of charge from the sources indicated above. Additional information regarding the interests of these participants will also be included in the joint proxy statement/prospectus when it becomes available.

Non-Solicitation

This communication shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release, dated January 28, 2014.
99.2	Joint Press Release, dated January 28, 2014.
99.3	Investor Presentation
99.4	Letter to Employees
99.5	Employee FAQ

The information reported under Item 2.02 and contained in Exhibit 99.1 in this Current Report is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (“Exchange Act”), nor shall such information be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly stated by specific reference in such filing.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MARTIN MARIETTA MATERIALS, INC.

Date: January 28, 2014

By: /s/ Roselyn R. Bar
Name: Roselyn R. Bar
Title: Senior Vice President, General Counsel And Corporate Secretary

EXHIBIT INDEX

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FOR IMMEDIATE RELEASE

Contact: *Anne H. Lloyd*
Executive Vice President and
Chief Financial Officer
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MARTIN MARIETTA MATERIALS, INC. REPORTS FOURTH-QUARTER AND FULL-YEAR RESULTS

Quarterly Earnings Per Diluted Share of $0.77, Up 67%;
Fourth-Quarter Net Sales Increase of 8% Leads to Gross Margin Expansion of 380 Basis Points

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Aggregates Product Line Pricing Growth in All Reportable Segments;
Specialty Products Posts Quarterly Records for Net Sales and Earnings from Operations

RALEIGH, North Carolina (January 28, 2014) – Martin Marietta Materials, Inc. (NYSE:MLM) today reported its results for the fourth quarter and year ended December 31, 2013.

Ward Nye, President and CEO of Martin Marietta Materials, stated: "We are pleased to finish a successful 2013 with a solid fourth quarter. Strong performance by our Aggregates and Specialty Products businesses contributed to quarterly earnings per diluted share of $0.77, a 67% increase over the prior-year quarter. Our nonresidential and residential aggregates product line shipments experienced double-digit volume growth as a result of focused execution and our efforts to position the Company to benefit from the continued recovery in private-sector construction. The Aggregates business also achieved pricing growth in each reportable segment. When coupled with disciplined management of our cost profile and record performance by our Specialty Products business, this led to an incremental consolidated gross margin (excluding freight and delivery revenues) for the quarter of 69%. Notably, our consolidated gross margin (excluding freight and delivery revenues) expanded 380 basis points.

"The Aggregates business reported a 3.4% quarterly increase in aggregates product line pricing and notable growth in both pricing and volume in the ready mixed concrete product line, which led to a 7% increase in net sales and a 250-basis-point improvement in gross margin (excluding freight and delivery revenues). Aggregates product line shipments were down slightly compared with the prior-year quarter, as volume growth in the private-sector was offset by decreased shipments to the public-sector. Net sales for the Specialty Products business increased 15%, reflecting the Woodville, Ohio kiln expansion in the dolomitic lime business, marketing initiatives in the chemicals business and sound pricing gains in key product lines.

"As we begin 2014, we are encouraged by numerous macro-economic indicators, including employment growth, which suggest increased construction activity going forward. We expect private-sector construction to benefit from significant shale energy projects, improvements in general nonresidential construction and further recovery in the housing market. Additionally, we also foresee some modest growth in public sector projects. Following years of underinvestment at the federal level, growth in state-level infrastructure funding initiatives should stimulate public-sector activity. In summary, we believe we are well positioned to capture these opportunities across our markets and build on the momentum created throughout 2013," Nye said.

notable Items for the quarter (all comparisons are versus the prior-year fourth quarter)

- Earnings per diluted share of $0.77 compared with $0.46
- Consolidated net sales of $491.4 million compared with $456.0 million
- Aggregates product line pricing increase of 3.4%; volume decline of 0.4%
- Specialty Products record net sales of $58.1 million and record earnings from operations of $20.4 million
- Consolidated gross margin (excluding freight and delivery revenues) of 20.6%, up 380 basis points
- Consolidated selling, general and administrative expenses (SG&A) decreased 70 basis points as a percentage of net sales
- Consolidated earnings from operations of $62.8 million compared with $40.2 million

Notable Items For the Year (all comparisons are versus 2012)

- Earnings per diluted share of $2.61 compared with $1.83 (2012 includes business development expenses of $0.46 per diluted share)
- Net sales of $1.943 billion compared with $1.833 billion
- Aggregates product line pricing up 3.0%; volume flat
- Specialty Products record net sales of $225.6 million and record earnings from operations of $73.5 million
- Consolidated gross margin (excluding freight and delivery revenues) of 18.7%, up 90 basis points
- Consolidated SG&A up 10 basis points as a percentage of net sales
- Consolidated earnings from operations of $218.0 million compared with $156.2 million

Management Commentary (all comparisons, unless noted, are versus the prior-year fourth quarter)

Nye continued, "The private sector continues to drive construction growth. Looking closely at our fourth-quarter results, the nonresidential market, which comprised 33% of fourth-quarter aggregates product line shipments and increased 11%, was a major contributor. We saw notable growth in both commercial construction and the energy sector as we continue to benefit from the investment in shale energy. Looking forward, we anticipate additional opportunities as developmental activity moves into downstream projects.

"The residential market achieved volume growth of 21% and accounted for 15% of our quarterly shipments, in line with historical levels. Housing permits and starts, key indicators for residential construction activity, continue to meaningfully improve on a year-over-year basis. Housing starts for the year were up 18% over 2012, and the rate of starts significantly exceeded completions. The ChemRock/Rail market, which represented 10% of aggregates volumes, decreased 12%, partially as a result of a reduction in agricultural lime shipments due to wetter and colder weather and lower ballast volumes. Shipments to the infrastructure end-use market, which represented the remaining 42% of our aggregates product line, decreased 10%, driven by the completion of several large road projects in Indiana and Iowa and poor weather in Texas.

"The Federal government shutdown in October, as well as questions concerning future government spending policy negatively affected public-sector demand. There is continued uncertainty in long-term funding beyond the September 2014 expiration of the *Moving Ahead for Progress in the 21st Century Act*, or MAP-21. However, we remain encouraged by the anticipated impact of the *Transportation Infrastructure Finance and Innovation Act* (TIFIA) component of MAP-21 which has the ability to leverage up to $50 billion in financing for transportation projects of either national or regional significance. While awards continue to move at a slower pace versus earlier expectations, we still expect TIFIA to benefit several of our major markets – namely Texas, North Carolina and Florida – in 2014 and likely more notably in 2015.

"Not surprisingly, we are seeing growth in state-level funding initiatives as states and municipalities are taking actions to address their infrastructure needs in this period of federal funding uncertainty. For example, Texas, in addition to filing applications for nearly $7 billion in funding assistance under TIFIA, has a November ballot initiative that, if passed, would provide an additional $1 billion in funding for highway projects. Additionally, San Antonio recently announced an $825 million highway initiative that will include the area's first toll-road project. Colorado passed legislation to allocate $450 million for emergency road repairs following flood damage incurred in September, of which $110 million will be provided by the U.S. Department of Transportation. In Georgia, three regions within the state are collecting a special-purpose local option sales tax earmarked for transportation improvements. We expect projects funded by this tax to accelerate during 2014. Anecdotally, these examples demonstrate why we believe infrastructure spending on local levels will continue to grow.

"We were successful in extending our pricing momentum in the Aggregates business with each of our reportable segments reporting growth. Pricing improvement was strongest in the Mid-America Group, where a 5.2% increase was led by our North Carolina operations. Importantly, for each quarter of 2013, all reportable segments achieved aggregates product line pricing improvement, enabling us to achieve an overall annual increase of 3.0%. For the quarter, the ready mixed concrete business achieved pricing growth of 9.8% while the asphalt product line reported a decrease of 4.8%.

"SG&A expenses were 7.6% of net sales, a decrease of 70-basis-points. On an absolute basis, SG&A expenses declined $0.5 million. Consolidated earnings from operations were $62.8 million, an improvement of 56%.

"Specialty Products continued its strong performance and generated record fourth-quarter net sales of $58.1 million. We controlled production costs and increased the business' gross margin (excluding freight and delivery revenues) by 360 basis points. Fourth-quarter earnings from operations were a record $20.4 million, an increase of 29%.

Liquidity and Capital Resources

"Cash provided by operating activities for full-year 2013 was $309.0 million compared with $222.7 million in 2012. The improvement is attributable to earnings growth, due in part to the absence of significant business development costs incurred during 2012.

"During the quarter, we renegotiated our revolving line of credit and term loan and extended the expiration of these facilities to 2018.

"At December 31, 2013, our ratio of consolidated debt to consolidated EBITDA, as defined in our senior credit facility, for the trailing twelve months was 2.67 times, in compliance with our covenant.

2014 Outlook

"We are encouraged by various positive trends in our business and markets – especially in employment and private-sector construction. Nonresidential construction is expected to grow in both the heavy industrial and commercial sectors. Shale development and related follow-on public and private construction activities are anticipated to remain strong. Further, the commercial building sector is expected to benefit from improved market fundamentals, such as higher occupancies and rents, strengthened property values and increased real estate lending. Based on these factors, we anticipate that the nonresidential end-use market will increase in the mid-to-high single digits. Residential construction should continue to grow, driven by historically low mortgage rates, rising housing prices and total annual housing starts, which are expected to exceed one million units for the first time since 2007. We believe these trends will lead to double-digit volume growth in residential end-use shipments. For the public sector, authorized highway funding from MAP-21 should increase slightly compared with 2013. Additionally, state initiatives to finance infrastructure projects are expected to grow and continue to play a more critical role in public-sector activity. Based on these trends and expectations, we expect aggregates shipments to the infrastructure end-use market to increase slightly. Finally, our ChemRock/Rail end-use market is expected to have low single-digit growth compared with 2013.

"Cumulatively, we anticipate aggregates product line shipments will be up 4% to 5% compared with 2013 levels. We currently expect aggregates product line pricing will increase 3% to 5% for the year compared with 2013. A variety of factors beyond our direct control may continue to exert pressure on our volumes, and our forecasted pricing increase will not be uniform across the company. We expect aggregates product line direct production cost per ton will decrease slightly compared with 2013.

"We expect our vertically integrated businesses to generate between $385 million and $405 million of net sales and $40 million to $45 million of gross profit.

"SG&A expenses as a percentage of net sales are expected to decline compared with 2013, driven in part by $7.9 million of nonrecurring costs related primarily to the 2013 completion of our information systems upgrade, as well as, lower pension costs.

"Net sales for the Specialty Products segment are expected to be between $225 million and $235 million, generating $85 million to $90 million of gross profit. Steel utilization and natural gas prices are two key factors for this segment.

"Interest expense is expected to remain relatively flat compared with 2013. Our effective tax rate is expected to approximate 29%, excluding discrete events. Capital expenditures are forecast at $155 million."

RISKS TO OUTLOOK

The 2014 outlook include management's assessment of the likelihood of certain risk factors that will affect performance. The most significant risks to the Corporation's 2014 performance will be Congress' actions and timing surrounding the expiration of MAP-21 in September and uncertainty over the funding mechanism for the Highway Trust Fund. Further, additional government shutdown(s) and the impact of *The Patient Protection and Affordable Care Act* may further erode consumer confidence, which may negatively impact investment in construction projects. While both MAP-21 and TIFIA credit assistance are excluded from the federal budget sequester and the U.S. debt ceiling limit, the ultimate resolution of these issues may have a significant impact on the economy and, consequently, construction activity. Other risks related to the Corporation's future performance include, but are not limited to, both price and volume and include a recurrence of widespread decline in aggregates volume negatively affecting aggregates price; the termination, capping and/or reduction of the federal and/or state gasoline tax(es) or other revenue related to infrastructure construction; a significant change in the funding patterns for traditional federal, state and/or local infrastructure projects; a reduction in defense spending, and the subsequent impact on construction activity on or near military bases; a decline in nonresidential construction, a decline in energy-related drilling activity resulting from certain regulatory or economic factors, a slowdown in the residential construction recovery, or some combination thereof; and a reduction in ChemRock/Rail shipments resulting from the uncertainty as to the timing and funding levels of the domestic farm bill and declining coal traffic on the railroads. Further, increased highway construction funding pressures resulting from either federal or state issues can affect profitability. If these negatively affect transportation budgets more than in the past, construction spending could be reduced. North Carolina, a state that disproportionately affects the Corporation's revenue and profitability, is among the states experiencing these fiscal pressures, although recent statistics indicate that transportation and tax revenues are increasing. The Specialty Products business essentially runs at capacity; therefore any unplanned changes in costs or realignment of customers introduce volatility to the earnings of this segment.

The Corporation's principal business serves customers in aggregates-related construction markets. This concentration could increase the risk of potential losses on customer receivables; however, payment bonds normally posted on public projects, together with lien rights on private projects, help to mitigate the risk of uncollectible receivables. The level of aggregates demand in the Corporation's end-use markets, production levels and the management of production costs will affect the operating leverage of the Aggregates business and, therefore, profitability. Production costs in the Aggregates business are also sensitive to energy and raw material prices, both directly and indirectly. Diesel fuel and other consumables change production costs directly through consumption or indirectly by increased energy-related input costs, such as steel, explosives, tires and conveyor belts. Fluctuating diesel fuel pricing also affects transportation costs, primarily through fuel surcharges in the Corporation's long-haul distribution network. The Specialty Products business is sensitive to changes in domestic steel capacity utilization and the absolute price and fluctuations in the cost of natural gas.

Transportation in the Corporation's long-haul network, particularly the supply of rail cars and locomotive power to move trains, affects our ability to efficiently transport material into certain markets, most notably Texas, Florida and the Gulf Coast. The availability of trucks and drivers to transport our product, particularly in markets experiencing increased demand due to energy-sector activity, is also a risk. The Aggregates business is also subject to weather-related risks that can significantly affect production schedules and profitability. The first and fourth quarters are most adversely affected by winter weather. Hurricane activity in the Atlantic Ocean and Gulf Coast generally is most active during the third and fourth quarters.

Risks to the outlook include shipment declines as a result of economic events beyond the Corporation's control. In addition to the impact on nonresidential and residential construction, the Corporation is exposed to risk in its estimated outlook from credit markets and the availability of and interest cost related to its debt.

The Corporation's future performance is also exposed to risks from tax reform at the federal and state levels.

Conference Call Information

The Company will discuss its fourth-quarter 2013 earnings results on a conference call and online web simulcast today (January 28, 2014). The live broadcast of the Martin Marietta Materials, Inc. conference call will begin at 8:30 a.m. Eastern Time today. An online replay will be available approximately two hours following the conclusion of the live broadcast. A link to these events will be available at the Corporation's website.

For those investors without online web access, the conference call may also be accessed by calling (866) 610-1072, confirmation number 51412630. For international participants, the call can be accessed by calling (973) 935-2840 and using the same confirmation number.

Martin Marietta Materials, Inc. is the nation's second largest producer of construction aggregates and a producer of magnesia-based chemicals and dolomitic lime. For more information about Martin Marietta Materials, Inc., refer to the Corporation's website at www.martinmarietta.com.

If you are interested in Martin Marietta Materials, Inc. stock, management recommends that, at a minimum, you read the Corporation's current annual report and Forms 10-K, 10-Q and 8-K reports to the Securities and Exchange Commission (SEC) over the past year. The Corporation's recent proxy statement for the annual meeting of shareholders also contains important information. These and other materials that have been filed with the SEC are accessible through the Corporation's website at www.martinmarietta.com and are also available at the SEC's website at www.sec.gov. You may also write or call the Corporation's Corporate Secretary, who will provide copies of such reports.

Investors are cautioned that all statements in this press release that relate to the future involve risks and uncertainties, and are based on assumptions that the Corporation believes in good faith are reasonable but which may be materially different from actual results. Forward-looking statements give the investor our expectations or forecasts of future events. You can identify these statements by the fact that they do not relate only to historical or current facts. They may use words such as "anticipate," "expect," "should be," "believe," "will", and other words of similar meaning in connection with future events or future operating or financial performance. Any or all of our forward-looking statements here and in other publications may turn out to be wrong.

Factors that the Corporation currently believes could cause actual results to differ materially from the forward-looking statements in this press release include, but are not limited to, Congress' actions and timing surrounding the expiration of MAP-21 in September and uncertainty over the funding mechanism for the Highway Trust Fund; the performance of the United States economy and the resolution and impact of the debt ceiling and sequestration issues; widespread decline in aggregates pricing; the termination, capping and/or reduction of the federal and/or state gasoline tax(es) or other revenue related to infrastructure construction; the level and timing of federal and state transportation funding, most particularly in North Carolina, one of the Corporation's largest and most profitable states, and Texas, Iowa, Colorado and Georgia; the ability of states and/or other entities to finance approved projects either with tax revenues or alternative financing structures; levels of construction spending in the markets the Corporation serves; a reduction in defense spending, and the subsequent impact on construction activity on or near military bases; a decline in the commercial component of the nonresidential construction market, notably office and retail space; a slowdown in energy-related drilling activity; a slowdown in residential construction recovery; a reduction in shipments due to a decline in funding under the domestic farm bill; unfavorable weather conditions, particularly Atlantic Ocean hurricane activity, the late start to spring or the early onset of winter and the impact of a drought or excessive rainfall in the markets served by the Corporation; the volatility of fuel costs, particularly diesel fuel, and the impact on the cost of other consumables, namely steel, explosives, tires and conveyor belts, and with respect to the Specialty Products business, natural gas; continued increases in the cost of other repair and supply parts; transportation availability, notably the availability of railcars and locomotive power to move trains to supply the Corporation's Texas, Florida and Gulf Coast markets; increased transportation costs, including increases from higher passed-through energy and other costs to comply with tightening regulations as well as higher volumes of rail and water shipments; availability and cost of construction equipment in the United States; weakening in the steel industry markets served by the Corporation's dolomitic lime products; inflation and its effect on both production and interest costs; ability to successfully integrate acquisitions quickly and in a cost-effective manner and achieve anticipated profitability to maintain compliance with the Corporation's leverage ratio debt covenant; changes in tax laws, the interpretation of such laws and/or administrative practices that would increase the Corporation's tax rate; violation of the Corporation's debt covenant if price and/or volumes return to previous levels of instability; downward pressure on the Corporation's common stock price and its impact on goodwill impairment evaluations; reduction of the Corporation's credit rating to non-investment grade resulting from strategic acquisitions; and other risk factors listed from time to time found in the Corporation's filings with the SEC. Other factors besides those listed here may also adversely affect the Corporation, and may be material to the Corporation. The Corporation assumes no obligation to update any such forward-looking statements.

Cautionary Statements Regarding Forward-Looking Statements

Certain statements in this communication regarding the proposed acquisition of TXI by Martin Marietta, the expected timetable for completing the transaction, benefits and synergies of the transaction, future opportunities for the combined company and products and any other statements regarding Martin Marietta's and TXI's future expectations, beliefs, plans, objectives, financial conditions, assumptions or future events or performance that are not historical facts are "forward-looking" statements made within the meaning of Section 21E of the Securities Exchange Act of 1934. These statements are often, but not always, made through the use of words or phrases such as "may", "believe," "anticipate," "could", "should," "intend," "plan," "will," "expect(s)," "estimate(s)," "project(s)," "forecast(s)", "positioned," "strategy," "outlook" and similar expressions. All such forward-looking statements involve estimates and assumptions that are subject to risks, uncertainties and other factors that could cause actual results to differ materially from the results expressed in the statements. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking statements are the following: the parties' ability to consummate the transaction; the conditions to the completion of the transaction, including the receipt of approval of both Martin Marietta's shareholders and TXI's stockholders; the regulatory approvals required for the transaction not being obtained on the terms expected or on the anticipated schedule; the parties' ability to meet expectations regarding the timing, completion and accounting and tax treatments of the transaction; the possibility that the parties may be unable to achieve expected synergies and operating efficiencies in connection with the transaction within the expected time-frames or at all and to successfully integrate TXI's operations into those of Martin Marietta; the integration of TXI's operations into those of Martin Marietta being more difficult, time-consuming or costly than expected; operating costs, customer loss and business disruption (including, without limitation, difficulties in maintaining relationships with employees, customers, clients or suppliers) being greater than expected following the transaction; the retention of certain key employees of TXI being difficult; Martin Marietta's and TXI's ability to adapt its services to changes in technology or the marketplace; Martin Marietta's and TXI's ability to maintain and grow its relationship with its customers; levels of construction spending in the markets; a decline in defense spending and the commercial component of the nonresidential construction market and the subsequent impact on construction activity; a slowdown in residential construction recovery; unfavorable weather conditions; a widespread decline in aggregates pricing; changes in the cost of raw materials, fuel and energy and the availability and cost of construction equipment in the United States; the timing and amount of federal, state and local transportation and infrastructure funding; the ability of states and/or other entities to finance approved projects either with tax revenues or alternative financing structures; and changes to and the impact of the laws, rules and regulations (including environmental laws, rules and regulations) that regulate Martin Marietta's and TXI's operations. Additional information concerning these and other factors can be found in Martin Marietta's and TXI's filings with the Securities and Exchange Commission, including Martin Marietta's and TXI's most recent Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. Martin Marietta and TXI assume no obligation to update or revise publicly the information in this communication, whether as a result of new information, future events or otherwise, except as otherwise required by law. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof.

Additional Information and Where to Find It

In connection with the proposed transaction between Martin Marietta and TXI, Martin Marietta and TXI intend to file relevant materials with the Securities and Exchange Commission, including a Martin Marietta registration statement on Form S-4 that will include a joint proxy statement of Martin Marietta and TXI that also constitutes a prospectus of Martin Marietta. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS AND ANY OTHER RELEVANT DOCUMENTS WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT MARTIN MARIETTA, TXI AND THE PROPOSED TRANSACTION. The joint proxy statement/prospectus and other documents relating to the proposed transaction (when they are available) can be obtained free of charge from the SEC's website at www.sec.gov. These documents (when they are available) can also be obtained free of charge from Martin Marietta upon written request to the Corporate Secretary at Martin Marietta Materials, Inc., 2710 Wycliff Road, Raleigh, NC 27607, telephone number (919) 783-4540 or from Martin Marietta's website, http://ir.martinmarietta.com or from TXI upon written request to TXI at Investor Relations, Texas Industries, Inc., 1503 LBJ Freeway, Suite 400, Dallas, Texas 75234, telephone number (972) 647-6700 or from TXI's website, http://investorrelations.txi.com.

Participants in Solicitation

This communication is not a solicitation of a proxy from any investor or securityholder. However, Martin Marietta, TXI and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies in connection with the proposed transaction under the rules of the SEC. Information regarding Martin Marietta's directors and executive officers may be found in its Annual Report for the year ended December 31, 2012 on Form 10-K filed with the SEC on February 2, 2013 and the definitive proxy statement relating to its 2013 Annual Meeting of Shareholders filed with the SEC on April 16, 2013. Information regarding TXI's directors and executive officers may be found in its Annual Report for the year ended May 31, 2013 on Form 10-K filed with the SEC on July 22, 2013 and the definitive proxy statement relating to its 2013 Annual Meeting of Shareholders filed with the SEC on August 23, 2013. These documents can be obtained free of charge from the sources indicated above. Additional information regarding the interests of these participants will also be included in the joint proxy statement/prospectus when it becomes available.

Non-Solicitation

This communication shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

MARTIN MARIETTA MATERIALS, INC.
Unaudited Statements of Earnings
(In millions, except per share amounts)

	Three Months Ended December 31,		Year Ended December 31,	
	2013	2012	2013	2012
Net sales	$ 491.4	$ 456.0	$ 1,943.2	$ 1,833.0
Freight and delivery revenues	53.6	46.2	212.3	198.9
Total revenues	545.0	502.2	2,155.5	2,031.9
Cost of sales	390.4	379.3	1,579.2	1,505.9
Freight and delivery costs	53.6	46.2	212.3	198.9
Total cost of revenues	444.0	425.5	1,791.5	1,704.8
Gross profit	101.0	76.7	364.0	327.1
Selling, general and administrative expenses	37.5	38.0	150.1	138.4
Business development costs	—	—	0.7	35.1
Other operating income, net	0.7	(1.5)	(4.8)	(2.6)
Earnings from operations	62.8	40.2	218.0	156.2
Interest expense	12.8	13.4	53.5	53.3
Other nonoperating expenses and (income), net	0.1	(0.1)	0.3	(1.2)
Earnings from continuing operations before taxes on income	49.9	26.9	164.2	104.1
Income tax expense	14.4	5.0	44.0	17.4
Earnings from continuing operations	35.5	21.9	120.2	86.7
Loss on discontinued operations, net of related tax benefit of $0.2, $0.3, $0.4 and $0.8, respectively	(0.3)	(0.2)	(0.8)	(1.2)
Consolidated net earnings	35.2	21.7	119.4	85.5
Less: Net (loss) earnings attributable to noncontrolling interests	(0.8)	0.2	(1.9)	1.0
Net earnings attributable to Martin Marietta Materials, Inc.	$ 36.0	$ 21.5	$ 121.3	$ 84.5
Net earnings (loss) attributable to Martin Marietta Materials, Inc. per common share:				
Basic from continuing operations attributable to common shareholders	$ 0.79	$ 0.47	$ 2.64	$ 1.86
Discontinued operations attributable to common shareholders	(0.01)	—	(0.02)	(0.03)
	$ 0.78	$ 0.47	$ 2.62	$ 1.83
Diluted from continuing operations attributable to common shareholders	$ 0.78	$ 0.46	$ 2.63	$ 1.86
Discontinued operations attributable to common shareholders	(0.01)	—	(0.02)	(0.03)
	$ 0.77	$ 0.46	$ 2.61	$ 1.83
Cash dividends per common share	$ 0.40	$ 0.40	$ 1.60	$ 1.60
Weighted-average common shares outstanding:				
Basic	46.3	45.9	46.2	45.8
Diluted	46.4	46.1	46.3	46.0

MARTIN MARIETTA MATERIALS, INC.
Unaudited Financial Highlights
(In millions)

	Three Months Ended December 31, 2013	Three Months Ended December 31, 2012	Year Ended December 31, 2013	Year Ended December 31, 2012
Net sales:				
Aggregates Business:				
Mid-America Group	$ 169.5	$ 165.5	$ 678.5	$ 658.9
Southeast Group	55.0	55.2	226.4	226.2
West Group	208.8	184.7	812.7	745.6
Total Aggregates Business	433.3	405.4	1,717.6	1,630.7
Specialty Products	58.1	50.6	225.6	202.3
Total	$ 491.4	$ 456.0	$ 1,943.2	$ 1,833.0
Gross profit (loss):				
Aggregates Business:				
Mid-America Group	$ 55.2	$ 48.4	$ 191.7	$ 180.1
Southeast Group	(0.6)	(6.4)	(3.5)	(6.0)
West Group	23.6	20.8	93.5	81.3
Total Aggregates Business	78.2	62.8	281.7	255.4
Specialty Products	22.9	18.2	83.7	77.2
Corporate	(0.1)	(4.3)	(1.4)	(5.5)
Total	$ 101.0	$ 76.7	$ 364.0	$ 327.1
Selling, general and administrative expenses:				
Aggregates Business:				
Mid-America Group	$ 12.5	$ 13.1	$ 50.0	$ 53.0
Southeast Group	4.7	4.5	18.1	18.2
West Group	12.2	11.7	46.6	45.2
Total Aggregates Business	29.4	29.3	114.7	116.4
Specialty Products	2.6	2.4	10.2	9.3
Corporate	5.5	6.3	25.2	12.7
Total	$ 37.5	$ 38.0	$ 150.1	$ 138.4
Earnings (Loss) from operations:				
Aggregates Business:				
Mid-America Group	$ 44.6	$ 36.4	$ 146.9	$ 131.4
Southeast Group	(4.9)	(10.5)	(19.8)	(25.5)
West Group	12.1	9.7	50.5	38.9
Total Aggregates Business	51.8	35.6	177.6	144.8
Specialty Products	20.4	15.8	73.5	68.5
Corporate	(9.4)	(11.2)	(33.1)	(57.1)
Total	$ 62.8	$ 40.2	$ 218.0	$ 156.2

MARTIN MARIETTA MATERIALS, INC.
Unaudited Financial Highlights
(In millions)

	Three Months Ended December 31, 2013	Three Months Ended December 31, 2012	Year Ended December 31, 2013	Year Ended December 31, 2012
Net sales by product line:				
Aggregates Business:				
Aggregates	$ 331.2	$ 318.4	$ 1,347.5	$ 1,304.0
Asphalt	14.0	18.2	66.2	79.8
Ready Mixed Concrete	42.7	31.8	146.1	110.5
Road Paving	45.4	37.0	157.8	136.4
Total Aggregates Business	433.3	405.4	1,717.6	1,630.7
Specialty Products Business	58.1	50.6	225.6	202.3
Total	$ 491.4	$ 456.0	$ 1,943.2	$ 1,833.0
Gross profit (loss) by product line:				
Aggregates Business:				
Aggregates	$ 69.9	$ 57.7	$ 259.1	$ 240.6
Asphalt	3.2	3.0	12.9	12.1
Ready Mixed Concrete	3.4	(0.3)	8.3	0.1
Road Paving	1.7	2.4	1.4	2.6
Total Aggregates Business	78.2	62.8	281.7	255.4
Specialty Products Business	22.9	18.2	83.7	77.2
Corporate	(0.1)	(4.3)	(1.4)	(5.5)
Total	$ 101.0	$ 76.7	$ 364.0	$ 327.1
Depreciation	$ 40.5	$ 41.4	$ 162.7	$ 166.9
Depletion	1.8	1.6	5.7	5.0
Amortization	1.4	1.2	5.4	5.3
	$ 43.7	$ 44.2	$ 173.8	$ 177.2

MARTIN MARIETTA MATERIALS, INC.
Balance Sheet Data
(In millions)

	December 31, 2013 (Unaudited)	December 31, 2012 (Audited)
ASSETS		
Cash and cash equivalents	$ 42.4	$ 25.4
Accounts receivable, net	245.4	224.1
Inventories, net	347.3	332.3
Other current assets	120.3	118.6
Property, plant and equipment, net	1,799.2	1,753.2
Intangible assets, net	665.2	666.6
Other noncurrent assets	40.0	40.7
Total assets	$ 3,259.8	$ 3,160.9
LIABILITIES AND EQUITY		
Current maturities of long-term debt and short-term facilities	$ 12.4	$ 5.7
Other current liabilities	198.1	167.6
Long-term debt (excluding current maturities)	1,018.5	1,042.2
Other noncurrent liabilities	455.9	495.1
Total equity	1,574.9	1,450.3
Total liabilities and equity	$ 3,259.8	$ 3,160.9

MARTIN MARIETTA MATERIALS, INC.
Unaudited Statements of Cash Flows
(In millions)

	Year Ended December 31, 2013	Year Ended December 31, 2012
Operating activities:		
Consolidated net earnings	$ 119.4	$ 85.5
Adjustments to reconcile consolidated net earnings to net cash provided by operating activities:		
Depreciation, depletion and amortization	173.8	177.2
Stock-based compensation expense	7.0	7.8
Gains on divestitures and sales of assets	(2.3)	(1.0)
Deferred income taxes	24.1	13.9
Excess tax benefits from stock-based compensation	(2.4)	(0.8)
Other items, net	(0.4)	2.2
Changes in operating assets and liabilities, net of effects of acquisitions and divestitures:		
Accounts receivable, net	(22.5)	(20.3)
Inventories, net	(11.6)	(9.6)
Accounts payable	20.1	(8.7)
Other assets and liabilities, net	3.8	(23.5)
Net cash provided by operating activities	309.0	222.7
Investing activities:		
Additions to property, plant and equipment	(155.2)	(151.0)
Acquisitions, net	(64.5)	(0.2)
Proceeds from divestitures and sales of assets	8.5	10.0
Loan to affiliate	(3.4)	(2.0)
Net cash used for investing activities	(214.6)	(143.2)
Financing activities:		
Borrowings of long-term debt	604.4	181.0
Repayments of long-term debt	(621.1)	(193.7)
Payments on capital leases	(0.1)	—
Change in bank overdraft	2.5	—
Dividends paid	(74.2)	(73.8)
Debt issue costs	(2.1)	(0.6)
Issuances of common stock	11.7	7.0
Excess tax benefits from stock-based compensation	2.4	0.8
Distributions to owners of noncontrolling interests	(0.9)	(0.8)
Net cash used for financing activities	(77.4)	(80.1)
Net increase (decrease) in cash and cash equivalents	17.0	(0.6)
Cash and cash equivalents, beginning of period	25.4	26.0
Cash and cash equivalents, end of period	$ 42.4	$ 25.4

MARTIN MARIETTA MATERIALS, INC.
Unaudited Operational Highlights

	Three Months Ended December 31,		Year Ended December 31,	
	Volume	Pricing	Volume	Pricing
Volume/Pricing Variance [1]				
Heritage Aggregates Product Line: [2]				
Mid-America Group	(2.8%)	5.2%	(0.4%)	3.2%
Southeast Group	(8.2%)	0.4%	(5.6%)	1.9%
West Group	2.7%	3.6%	1.2%	3.9%
Heritage Aggregates Operations	(1.4%)	3.3%	(0.5%)	2.9%
Aggregates Product Line [3]	(0.4%)	3.4%	0.1%	3.0%

	Three Months Ended December 31,		Year Ended December 31,	
Shipments (tons in thousands)	2013	2012	2013	2012
Heritage Aggregates Product Line: [2]				
Mid-America Group	14,538	14,965	58,925	59,180
Southeast Group	3,870	4,215	16,575	17,549
West Group	12,716	12,381	52,204	51,563
Heritage Aggregates Operations	31,124	31,561	127,704	128,292
Acquisitions	324	—	726	—
Divestitures [4]	—	—	3	39
Aggregates Product Line [3]	31,448	31,561	128,433	128,331

(1) Volume/pricing variances reflect the percentage increase (decrease) from the comparable period in the prior year.

*(2)*Heritage Aggregates product line excludes volume and pricing data for acquisitions that have not been included in prior-year operations for the comparable period and divestitures.

(3) Aggregates product line includes all acquisitions from the date of acquisition and divestitures through the date of disposal.

(4) Divestitures include the tons related to divested aggregates product line operations up to the date of divestiture.

	Three Months Ended December 31,		Year Ended December 31,	
	2013	2012	2013	2012
Unit Shipments by Product Line (in thousands):				
Aggregates tons - external customers	30,274	30,493	123,792	123,873
Internal aggregates tons used in other product lines	1,174	1,068	4,641	4,458
Total aggregates tons	31,448	31,561	128,433	128,331
Asphalt tons - external customers	288	333	1,361	1,662
Internal asphalt tons used in road paving business	471	395	1,728	1,598
Total asphalt tons	759	728	3,089	3,260
Ready Mixed Concrete - cubic yards	481	419	1,742	1,481
Average unit sales price by product line (including internal sales):				
Aggregates	$10.67/ton	$10.32/ton	$10.63/ton	$10.33/ton
Asphalt	$42.03/ton	$44.13/ton	$42.09/ton	$41.57/ton
Ready Mixed Concrete	$86.73/cubic yard	$78.98/cubic yard	$83.73/cubic yard	$77.24/cubic yard

MARTIN MARIETTA MATERIALS, INC.
Non-GAAP Financial Measures
(Dollars in millions)

Gross margin as a percentage of net sales and operating margin as a percentage of net sales represent non-GAAP measures. The Corporation presents these ratios calculated based on net sales, as it is consistent with the basis by which management reviews the Corporation's operating results. Further, management believes it is consistent with the basis by which investors analyze the Corporation's operating results, given that freight and delivery revenues and costs represent pass-throughs and have no profit markup. Gross margin and operating margin calculated as percentages of total revenues represent the most directly comparable financial measures calculated in accordance with generally accepted accounting principles ("GAAP"). The following tables present the calculations of gross margin and operating margin for the three months and year ended December 31, 2013 and 2012, in accordance with GAAP and reconciliations of the ratios as percentages of total revenues to percentages of net sales:

	Three Months Ended December 31,		**Year Ended December 31,**	
Gross Margin in Accordance with Generally Accepted Accounting Principles	**2013**	**2012**	**2013**	**2012**
Gross profit	$ 101.0	$ 76.7	$ 364.0	$ 327.1
Total revenues	$ 545.0	$ 502.2	$ 2,155.5	$ 2,031.9
Gross margin	18.5%	15.3%	16.9%	16.1%

	Three Months Ended December 31,		**Year Ended December 31,**	
Gross Margin Excluding Freight and Delivery Revenues	**2013**	**2012**	**2013**	**2012**
Gross profit	$ 101.0	$ 76.7	$ 364.0	$ 327.1
Total revenues	$ 545.0	$ 502.2	$ 2,155.5	$ 2,031.9
Less: Freight and delivery revenues	(53.6)	(46.2)	(212.3)	(198.9)
Net sales	$ 491.4	$ 456.0	$ 1,943.2	$ 1,833.0
Gross margin excluding freight and delivery revenues	20.6%	16.8%	18.7%	17.8%

	Three Months Ended December 31,		**Year Ended December 31,**	
Operating Margin in Accordance with Generally Accepted Accounting Principles	**2013**	**2012**	**2013**	**2013**
Earnings from operations	$ 62.8	$ 40.2	$ 218.0	$ 156.2
Total revenues	$ 545.0	$ 502.2	$ 2,155.5	$ 2,031.9
Operating margin	11.5%	8.0%	10.1%	7.7%

Operating Margin Excluding Freight and Delivery Revenues	Three Months Ended December 31, 2013	Three Months Ended December 31, 2012	Year Ended December 31, 2013	Year Ended December 31, 2012
Earnings from operations	$ 62.8	$ 40.2	$ 218.0	$ 156.2
Total revenues	$ 545.0	$ 502.2	$ 2,155.5	$ 2,031.9
Less: Freight and delivery revenues	(53.6)	(46.2)	(212.3)	(198.9)
Net sales	$ 491.4	$ 456.0	$ 1,943.2	$ 1,833.0
Operating margin excluding freight and delivery revenues	12.8%	8.8%	11.2%	8.5%

The presentation of incremental consolidated gross margin (excluding freight and delivery revenues) is a non-GAAP financial measure. Management presents this measure, as it believes it helps demonstrate the impact of incremental sales on gross margin due to the significant amount of fixed production costs. The following presents the calculation of the incremental consolidated gross margin (excluding freight and delivery revenues) for the quarter ended December 31, 2013:

Consolidated net sales for the quarter ended December 31, 2013	$ 491.4
Consolidated net sales for the quarter ended December 31, 2012	456.0
Incremental consolidated net sales	$ 35.4
Consolidated gross profit for the quarter ended December 31, 2013	$ 101.0
Consolidated gross profit for the quarter ended December 31, 2012	76.7
Incremental consolidated gross profit	$ 24.3
Incremental consolidated gross margin (excluding freight and delivery revenues)	69%

MARTIN MARIETTA MATERIALS, INC.
Non-GAAP Financial Measures (continued)
(Dollars in millions)

The ratio of Consolidated Debt-to-Consolidated EBITDA, as defined, for the trailing twelve months is a covenant under the Corporation's revolving credit facility, term loan facility and trade receivable securitization facility. Under the terms of these agreements, as amended, the Corporation's ratio of Consolidated Debt-to-Consolidated EBITDA as defined, for the trailing twelve months can not exceed 3.50 times as of December 31, 2013, with certain exceptions related to qualifying acquisitions, as defined.

The following presents the calculation of Consolidated Debt-to-Consolidated EBITDA, as defined, for the trailing-twelve months at December 31, 2013. For supporting calculations, refer to Corporation's website atwww.martinmarietta.com.

	Twelve-Month Period January 1, 2013 to December 31, 2013
Earnings from continuing operations attributable to Martin Marietta Materials, Inc.	$ 122.1
Add back:	
Interest expense	53.5
Income tax expense	43.9
Depreciation, depletion and amortization expense	168.7
Stock-based compensation expense	7.0
Deduct:	
Interest income	(0.4)
Consolidated EBITDA, as defined	$ 394.8
Consolidated Debt, including debt guaranteed by the Corporation, at December 31, 2013	$ 1,053.3
Less: Unrestricted cash and cash equivalents in excess of $50 at December 31, 2013	—
Consolidated Net Debt, as defined, at December 31, 2013	$ 1,053.3
Consolidated Debt-to-Consolidated EBITDA, as defined, at December 31, 2013 for the trailing twelve-month EBITDA	2.67 times

EBITDA is a widely accepted financial indicator of a company's ability to service and/or incur indebtedness. EBITDA is not defined by generally accepted accounting principles and, as such, should not be construed as an alternative to net earnings or operating cash flow. For further information on EBITDA, refer to the Corporation's website at*www.martinmarietta.com*. EBITDA is as follows for the three months and year ended December 31, 2013 and 2012.

	Three Months Ended December 31,		Year Ended December 31,	
	2013	2012	2013	2012
Earnings Before Interest, Income Taxes, Depreciation, Depletion and Amortization (EBITDA)	$ 106.3	$ 83.4	$ 390.2	$ 329.9

A Reconciliation of Net Earnings Attributable to Martin Marietta Materials, Inc. to EBITDA is as follows:

	Three Months Ended December 31,		Year Ended December 31,	
	2013	2012	2013	2012
Net Earnings Attributable to Martin Marietta Materials, Inc.	$ 36.0	$ 21.5	$ 121.3	$ 84.5
Add back:				
Interest Expense	12.8	13.4	53.5	53.3
Income Tax Expense for Controlling Interests	14.3	4.7	43.5	16.6
Depreciation, Depletion and Amortization Expense	43.2	43.8	171.9	175.5
EBITDA	$ 106.3	$ 83.4	$ 390.2	$ 329.9

Exhibit 99.2

FOR IMMEDIATE RELEASE

Martin Marietta Materials and Texas Industries Agree to Combine

$2.7 Billion Transaction Creates a Market Leading Supplier of Aggregates and Heavy Building Materials

Creates Leading U.S. Aggregates Producer; Vertical Integration in Select Markets, Greater Scale, and Increased Geographic and Product Diversification will Position Combined Company for Accelerated Growth and Value Creation

Approximately $70 Million of Annual Pre-Tax Synergies Expected by 2017

Transaction Expected to be Immediately Accretive to EPS

RALEIGH, NORTH CAROLINA, and DALLAS, TEXAS – January 28, 2014 – Martin Marietta Materials, Inc. (NYSE: MLM) and Texas Industries, Inc. (NYSE: TXI) today announced that the Boards of Directors of both companies have unanimously approved a definitive merger agreement under which Martin Marietta will acquire all of the outstanding shares of Texas Industries common stock in a tax-free, stock-for-stock transaction. Under the terms of the merger agreement, Texas Industries shareholders will receive 0.700 Martin Marietta shares for each share of Texas Industries common stock they own at closing. Based on the closing market prices for the shares of both companies on January 27, 2014, and their debt levels as of their most recently completed quarters, the combined company will have an enterprise value of approximately $8.5 billion.

The combination will create a market leading supplier of aggregates and heavy building materials, with low-cost, vertically integrated aggregate and targeted cement operations. With greater geographic and product diversity and a leading distribution network, the combined company will have uniquely positioned assets across some of the nation’s largest and fastest growing geographies, such as Texas and California. As market conditions improve, the combined company will be well-positioned for long-term growth, with a network in excess of 400 quarries, mines, distribution yards and plants spanning 36 states, Canada, the Bahamas and the Caribbean Islands. With a significant increase in scale and the potential to achieve substantial synergies, the combined company will seek to grow faster and more efficiently than either Martin Marietta or Texas Industries could on a standalone basis.

Based on the closing stock price for Martin Marietta on January 27, 2014, this consideration would be equivalent to $71.95 of Martin Marietta stock for each Texas Industries share. The exchange ratio represents a 13 percent premium to the average exchange ratio implied by the closing prices of Martin Marietta’s and Texas Industries’ shares during the last 90 days, and an over 15 percent premium to the exchange ratio implied by the respective closing stock prices on December 12, 2013, the day prior to market speculation of a potential transaction. The transaction reflects an enterprise value of approximately $2.7 billion, including the assumption of $0.7 billion of Texas Industries’ debt. Upon closing of the transaction, Martin Marietta shareholders are expected to own approximately 69 percent, and Texas Industries shareholders are expected to own approximately 31 percent, of the combined company. The companies expect the transaction to be immediately accretive to Martin Marietta’s earnings per share in 2014, assuming refinancing of Texas Industries’ outstanding debt at or around the closing of the merger and excluding one-time costs.

Ward Nye, Martin Marietta’s President and Chief Executive Officer said, “By uniting Martin Marietta’s and Texas Industries’ complementary assets and leveraging an expanded geographic footprint, we will be even better-positioned to deliver value to our shareholders and customers. Texas Industries’ aggregates operations are strategically located in high growth markets and fit well into our existing portfolio, and its cement operations will further diversify our product and customer mix. Through the significant investments Texas Industries has made in plant modernization and capacity expansion, it has achieved leading positions in some of the nation’s highest growth markets while maintaining a low cost profile. As a result of this combination, we will be poised to capitalize on the strength of our combined aggregates platform as well as the significant upside potential in the infrastructure, residential and nonresidential construction segments. We are confident that combining our companies will accelerate our ability to increase sales and cash flow and improve margins. We are excited about the opportunities ahead and look forward to quickly realizing the benefits of this transaction.”

Mel Brekhus, Texas Industries' President and Chief Executive Officer, said, "Combining with Martin Marietta represents a unique opportunity to create a more competitive company with a solid, diversified portfolio of assets, enhanced credit profile and a strong balance sheet. We are confident that we have found the right partner. This combination will advance our growth objectives, deliver significant value to all of our stakeholders, and allow shareholders to participate in the combined company's potential growth and value creation. In addition, we are pleased that, through this combination, our shareholders will enjoy a strong dividend distribution. This transaction will create a larger, stronger entity with enhanced career and professional development opportunities for employees. I look forward to working closely with Ward and the proven management teams of both companies to complete the transaction quickly and to ensure a smooth transition."

Strategic and Financial Benefits of Transaction

- **The Leader in the U.S. Aggregates Business:** Martin Marietta will become the nation's largest producer of construction aggregates, supplying the crushed stone, sand and gravel used to build the roads, sidewalks and foundations on which Americans live. The addition of Texas Industries will add approximately 800 million tons of aggregates reserves, bringing the total to over 13.5 billion tons. Texas Industries shipped nearly 15 million tons of sand, gravel and crushed stone during fiscal year 2013. Texas Industries is a major supplier of aggregates in high-growth markets such as Texas, and has long-focused on the synergies available from operating in aggregates as well as cement and ready-mix.

- **Increased Scale, Enhanced Growth Exposure and Vertical Integration in Select Markets:** With vertically integrated operations across aggregates and targeted cement, the combined company is expected to be even more competitive. Texas Industries increases Martin Marietta's presence in the Southwest, with state-of-the-art cement production facilities concentrated primarily in Texas and California – two of the largest and fastest growing markets for construction materials in the United States. The increased scale and geographic diversity resulting from this transaction will provide a broader set of opportunities for organic and inorganic growth. In addition, select vertical integration will improve distribution and transportation costs, diversify end-markets and drive other value enhancing efficiencies. The combined company will also have an outstanding asset base that can deliver superior product offerings and service to customers.

- **Significant Synergy Opportunities:** The transaction is expected to generate approximately $70 million of annual pre-tax synergies by calendar year 2017, which would correspond to over $500 million total value creation for shareholders. Key drivers of these synergies include the consolidation of corporate overhead and duplicate functions, enhanced revenue opportunities and increased operational efficiencies through the adoption of best practices and capabilities from each company.

- **Incremental Value Creation through Utilization of NOLs and Potential Real Estate Divestitures:** Martin Marietta expects to be able to utilize Texas Industries' more than $400 million in existing NOLs over the next few years. In addition, the companies believe that there is an opportunity to realize incremental value from the expected divestiture of identified non-operating real estate assets.

- **Financial Strength and Flexibility:** The transaction is expected to be immediately accretive to Martin Marietta's earnings per share in 2014, assuming refinancing of Texas Industries' outstanding debt at or around the closing of the merger and excluding one-time costs. Martin Marietta expects that at the closing of the merger the combined company will maintain its strong existing credit ratings and have pro forma leverage of less than 3.0 times EBITDA for the 12 months ended December 31, 2014. The combined company will continue to adhere to Martin Marietta's strict operational and financial discipline and, with improved access to capital, will be well-positioned to pursue a wide range of attractive growth opportunities to continue delivering value to shareholders.

- **Strong Balance Sheet with Solid Cash Flows and Meaningful Dividend**: The combined company will maintain a strong balance sheet with significant cash flow, giving it the ability to pay a meaningful quarterly cash dividend. The combined company intends to maintain the dividend at Martin Marietta's current rate of $1.60 per Martin Marietta share annually, equivalent to $1.12 per Texas Industries share annually, based on the proposed exchange ratio.

- **Enhanced Value for Customers:** The size and scale of the combined company will enable Martin Marietta to provide even more value for customers. With a collective workforce of approximately 7,000 highly-skilled employees and a shared commitment to providing exceptional construction materials and the best service and solutions, the combined company will be even better equipped to serve its customers and communities.

- **Greater Employee Opportunity:** This combination creates an even stronger base of talent by uniting two highly-skilled workforces with a strong commitment to serving customers and communities. As part of a stronger, larger company, Martin Marietta and Texas Industries employees will benefit from greater career and professional development opportunities created by this transaction.

Management, Board Composition and Headquarters

After the close, the combined company, which will operate under the name Martin Marietta Materials, Inc., will be headquartered in Raleigh, North Carolina and will maintain a significant presence in Dallas.

Ward Nye and the rest of the Martin Marietta executive team will lead the combined company. Top talent across the combined organization will be retained based on a "best athlete" approach.

An individual jointly selected by Martin Marietta and Texas Industries will be appointed to the Martin Marietta Board of Directors.

Timeline and Approvals

The companies anticipate closing the transaction in the second quarter of 2014. The transaction is subject to regulatory approvals, including expiration or termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act and other customary closing conditions. The transaction is also subject to the approval of Martin Marietta and Texas Industries shareholders.

Texas Industries' two largest shareholders, representing approximately 51 percent of shares outstanding, have agreed to vote all of their shares (or in some limited circumstances, about 35 percent of the outstanding shares) of Texas Industries common stock in favor of the transaction.

Martin Marietta Fourth Quarter and Full Year 2013 Earnings Results

In a separate press release issued today, Martin Marietta announced its earnings results for the fourth quarter and full year ended December 31, 2013.

Advisors

J.P. Morgan, Deutsche Bank and Barclays are serving as Martin Marietta's financial advisors and Cravath, Swaine & Moore LLP is serving as its legal advisor. Citigroup is serving as Texas Industries' financial advisor, and Wachtell, Lipton, Rosen & Katz is serving as its legal advisor.

Conference Call and Webcast

Martin Marietta and Texas Industries will host a joint conference call and online web simulcast today, January 28, 2014, at 8:30 am Eastern Time / 7:30 am Central Time to discuss this morning's transaction announcement and Martin Marietta's earnings results for the fourth quarter and full year ending December 31, 2013. It will be streamed live over Martin Marietta's website at www.martinmarietta.com and over Texas Industries' website at www.TXI.com. Interested parties can also access the call by dialing (866) 610-1072 (international: (973) 935-2840), and referencing code 51412630, 10 minutes prior to the start of the call. An online replay will be available approximately two hours following the conclusion of the live broadcast.

About Martin Marietta Materials, Inc.

Martin Marietta Materials is the nation's second largest producer of construction aggregates and a producer of magnesia-based chemicals and dolomitic lime. For more information about Martin Marietta Materials, refer to the Corporation's website at www.martinmarietta.com.

About Texas Industries, Inc.

TXI is the largest producer of cement in Texas and major cement producer in California. TXI is also a major supplier of construction aggregate, ready-mix concrete and concrete products. For more information about Texas Industries, refer to the Corporation's website at www.txi.com.

Cautionary Statements Regarding Forward-Looking Statements

Certain statements in this communication regarding the proposed acquisition of TXI by Martin Marietta, the expected timetable for completing the transaction, benefits and synergies of the transaction, future opportunities for the combined company and products and any other statements regarding Martin Marietta's and TXI's future expectations, beliefs, plans, objectives, financial conditions, assumptions or future events or performance that are not historical facts are "forward-looking" statements made within the meaning of Section 21E of the Securities Exchange Act of 1934. These statements are often, but not always, made through the use of words or phrases such as "may", "believe," "anticipate," "could", "should," "intend," "plan," "will," "expect(s)," "estimate(s)," "project(s)," "forecast(s)", "positioned," "strategy," "outlook" and similar expressions. All such forward-looking statements involve estimates and assumptions that are subject to risks, uncertainties and other factors that could cause actual results to differ materially from the results expressed in the statements. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking statements are the following: the parties' ability to consummate the transaction; the conditions to the completion of the transaction, including the receipt of approval of both Martin Marietta's shareholders and TXI's stockholders; the regulatory approvals required for the transaction not being obtained on the terms expected or on the anticipated schedule; the parties' ability to meet expectations regarding the timing, completion and accounting and tax treatments of the transaction; the possibility that the parties may be unable to achieve expected synergies and operating efficiencies in connection with the transaction within the expected time-frames or at all and to successfully integrate TXI's operations into those of Martin Marietta; the integration of TXI's operations into those of Martin Marietta being more difficult, time-consuming or costly than expected; operating costs, customer loss and business disruption (including, without limitation, difficulties in maintaining relationships with employees, customers, clients or suppliers) being greater than expected following the transaction; the retention of certain key employees of TXI being difficult; Martin Marietta's and TXI's ability to adapt its services to changes in technology or the marketplace; Martin Marietta's and TXI's ability to maintain and grow its relationship with its customers; levels of construction spending in the markets; a decline in defense spending and the commercial component of the nonresidential construction market and the subsequent impact on construction activity; a slowdown in residential construction recovery; unfavorable weather conditions; a widespread decline in aggregates pricing; changes in the cost of raw materials, fuel and energy and the availability and cost of construction equipment in the United States; the timing and amount of federal, state and local transportation and infrastructure funding; the ability of states and/or other entities to finance approved projects either with tax revenues or alternative financing structures; and changes to and the impact of the laws, rules and regulations (including environmental laws, rules and regulations) that regulate Martin Marietta's and TXI's operations. Additional information concerning these and other factors can be found in Martin Marietta's and TXI's filings with the Securities and Exchange Commission, including Martin Marietta's and TXI's most recent Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. Martin Marietta and TXI assume no obligation to update or revise publicly the information in this communication, whether as a result of new information, future events or otherwise, except as otherwise required by law. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof.

Additional Information and Where to Find It

In connection with the proposed transaction between Martin Marietta and TXI, Martin Marietta and TXI intend to file relevant materials with the Securities and Exchange Commission, including a Martin Marietta registration statement on Form S-4 that will include a joint proxy statement of Martin Marietta and TXI that also constitutes a prospectus of Martin Marietta. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS AND ANY OTHER RELEVANT DOCUMENTS WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT MARTIN MARIETTA, TXI AND THE PROPOSED TRANSACTION. The joint proxy statement/prospectus and other documents relating to the proposed transaction (when they are available) can be obtained free of charge from the SEC's website at www.sec.gov. These documents (when they are available) can also be obtained free of charge from Martin Marietta upon written request to the Corporate Secretary at Martin Marietta Materials, Inc., 2710 Wycliff Road, Raleigh, NC 27607, telephone number (919) 783-4540 or from Martin Marietta's website, http://ir.martinmarietta.com or from TXI upon written request to TXI at Investor Relations, Texas Industries, Inc., 1503 LBJ Freeway, Suite 400, Dallas, Texas 75234, telephone number (972) 647-6700 or from TXI's website, http://investorrelations.txi.com.

Participants in Solicitation

This communication is not a solicitation of a proxy from any investor or securityholder. However, Martin Marietta, TXI and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies in connection with the proposed transaction under the rules of the SEC. Information regarding Martin Marietta's directors and executive officers may be found in its Annual Report for the year ended December 31, 2012 on Form 10-K filed with the SEC on February 2, 2013 and the definitive proxy statement relating to its 2013 Annual Meeting of Shareholders filed with the SEC on April 16, 2013. Information regarding TXI's directors and executive officers may be found in its Annual Report for the year ended May 31, 2013 on Form 10-K filed with the SEC on July 22, 2013 and the definitive proxy statement relating to its 2013 Annual Meeting of Shareholders filed with the SEC on August 23, 2013. These documents can be obtained free of charge from the sources indicated above. Additional information regarding the interests of these participants will also be included in the joint proxy statement/prospectus when it becomes available.

Non-Solicitation

This communication shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Contacts:

Martin Marietta, Inc.
Dana Guzzo
Senior Vice President, Chief Accounting Officer and Chief Information Officer
919-783-4540

Texas Industries, Inc.
T. Lesley Vines, Jr.
Corporate Controller & Treasurer
972-647-6722

Exhibit 99.3

Martin Marietta Materials

Martin Marietta and Texas Industries:

An Expanded Platform for Growth

January 28, 2014

Rock Solid Fundamentals.
Positioned for the Long Term.TM

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In Today's Meeting

C. Howard Nye	President, Chief Executive Officer and Board member Martin Marietta Materials
Anne H. Lloyd	Executive Vice President and Chief Financial Officer Martin Marietta Materials
Mel G. Brekhus	President, Chief Executive Officer and Board member Texas Industries

Martin Marietta and Texas Industries: An Expanded Platform for Growth

Market leader with substantial scale

- ✓ Leading U.S. aggregates producer enhanced with targeted cement presence
- ✓ Nationwide operations with geographic and product diversity
- ✓ Best-in-class long-haul network

Well positioned for long-term growth

- ✓ Exposure to perennially largest, fastest growing geographies
- ✓ Vertical integration across aggregates and targeted cement operations
  - ✓ Highly efficient, low-cost operators
- ✓ Early stages of cyclical economic recovery

Complementary, high-quality assets

- ✓ Low integration risk
- ✓ Attractive aggregates operations
- ✓ State-of-the-art cement facilities
- ✓ Superior ready-mix assets

Significant shareholder value creation

- ✓ Disciplined management team driving tangible synergies
- ✓ Strong balance sheet, financial flexibility and access to capital

Transaction Overview

Transaction structure
- ✓ Stock-for-stock, tax-free exchange

Consideration
- ✓ Texas Industries shareholders will receive 0.700 Martin Marietta shares for each share of Texas Industries common stock they own at closing
- ✓ 15% premium to implied exchange ratio on December 12, 2013 and 13% premium to implied average exchange ratio during the last 90 days

Pro forma ownership
- ✓ Martin Marietta shareholders: 69%
- ✓ Texas Industries shareholders: 31%

Governance
- ✓ Combined company will be headquartered in Raleigh, North Carolina
- ✓ An individual jointly selected by Martin Marietta and Texas Industries will be appointed to the Martin Marietta Board of Directors

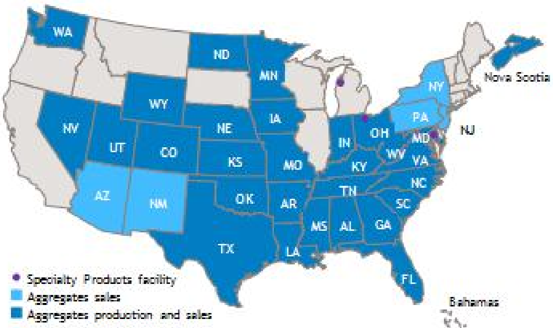
Management
- ✓ Martin Marietta executive management
- ✓ Combined company will retain top talent from both companies

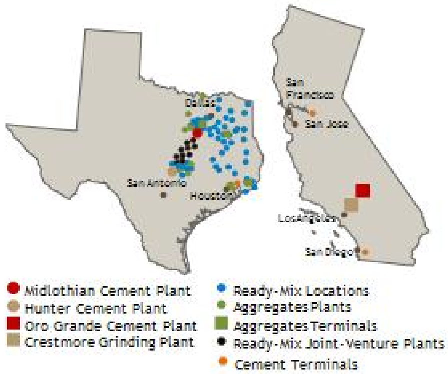
Synergies and Growth Potential
- ✓ Estimated annual pre-tax synergies of $70 million by 2017
- ✓ Transaction expected to be EPS accretive to shareholders

Timing & closing conditions
- ✓ Shareholder vote by both Martin Marietta and Texas Industries shareholders
- ✓ Customary regulatory approvals and closing conditions
- ✓ Expected to close in Q2 2014
- ✓ Southeastern Asset Management and NNS Holding have agreed to vote approximately 51% of outstanding Texas Industries shares in favor of the transaction

Combination of Strong U.S. Aggregates / Heavy Building Materials Franchises

Martin Marietta		Texas Industries
#2 U.S. aggregates producer		#1 cement producer in Texas #3 in California by cement capacity
$2.1bn	**LTM Net Sales**[1]	$0.8bn
4,948	**Employees**[2]	2,040
Approximately 300 operating facilities 12.6bn tons of aggregates reserves	**Operations**	0.8bn tons of aggregates reserves 7.4mm tons of cement capacity 106 ready-mix plants
Aggregates, ready-mix, asphalt / road paving and specialty products	**Key Products**	Aggregates, cement and ready-mix





Source: Company filings

1 Martin Marietta as of 9/30/2013. Texas Industries as of 11/30/2013. Excludes intersegment sales.

2 Martin Marietta as of 12/31/2012. Texas Industries as of 5/31/2013.

Martin Marietta Materials

An Expanded Platform for Growth

Significant Benefits for Texas Industries Shareholders

Evolution of Texas Industries: A Low-Cost Producer with State-of-the-Art Facilities

Strategic Positioning

2001 — 2005 — 2008 — 2011 — March 2013 — Spring 2013 — Fall 2013

2001
Expanded Midlothian, Texas plant

2005
Completed spinoff of Chaparral Steel

2008
Expanded Oro Grande, California productive clinker capacity to 2.2mm

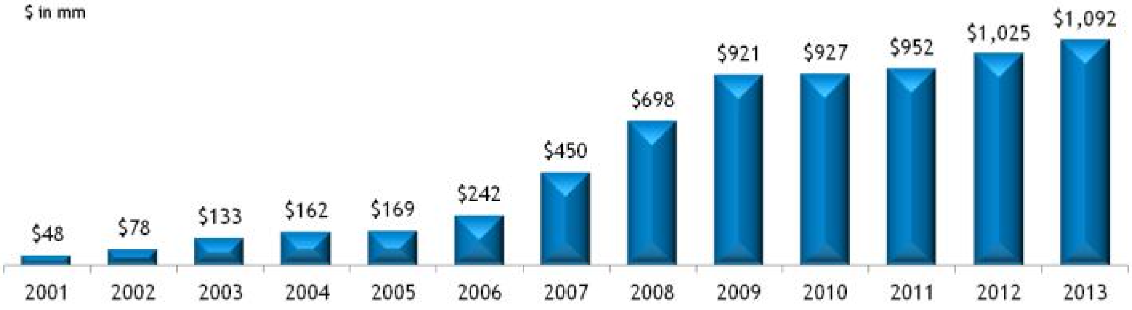
April 2011
Exchanged select aggregates assets for ready-mix facilities from Trinity Industries in Texas

March 2013
Exchanged lightweight aggregates plants for ready-mix facilities from Trinity Industries in Texas and Arkansas

Spring 2013
Construction of new Hunter 2 kiln; additional clinker capacity of 1.4mm tons

Fall 2013
Refurbished existing Hunter 1 kiln two months ahead of schedule

Cumulative Growth Capex



Invested over $1bn in plant upgrades and capacity expansion

Source: Company filings

Combination with Martin Marietta is the Right Step Forward for Texas Industries

Strategic Benefits

- ✓ Increases scale and scope creating the premier U.S. aggregates / heavy building materials company
- ✓ Diversifies operating risk and balances portfolio of products
- ✓ Provides expanded access to attractive aggregates business

Significant Value Creation

- ✓ Provides meaningful synergies in the combination
- ✓ Combined company under proven management with a strong execution track record

Transaction Structure

- ✓ Tax-free transaction
- ✓ Retains upside through significant continued ownership in the combined company

Financial Flexibility

- ✓ Strengthens balance sheet and enhances credit quality
- ✓ Restoration of meaningful dividends for Texas Industries shareholders

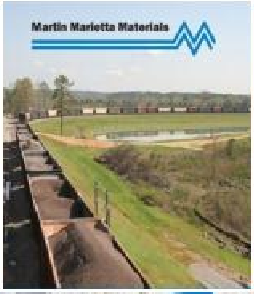
Martin Marietta Materials

An Expanded Platform for Growth

Strategic Benefits of the Transaction

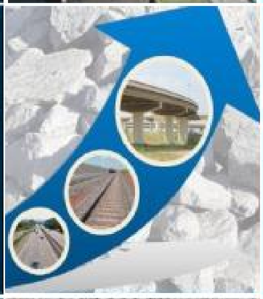
Delivery On Martin Marietta's Proven Strategic Principles

Positioning
Uniquely positioned in an attractive industry



- Creates leading U.S. aggregates supplier
  - Complemented by targeted heavy building materials presence
- Provides entry to California market at start of recovery
- Highly attractive Texas Industries asset base, including state-of-the-art cement facilities
- Leverages best-in-class long-haul network

Growth
Multiple long-term drivers



- Expands product and geographic growth platform
  - High growth markets from coast-to-coast
- Combined company's top markets are in states that account for ~70% of projected U.S. population growth over 2012 - 2017[1]
- Increases exposure to key markets in Texas and California
  - Texas: #1 U.S. consumer of aggregates and cement
  - California: #2 U.S. consumer of aggregates and cement

Performance
Differentiated performance

- Enhanced productivity through vertical integration in Texas
- Disciplined management team
- Powerful cash flow generation
- Maintains strong balance sheet and financial flexibility

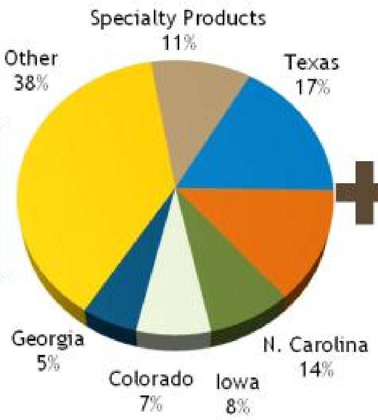
1 Moody's Economy.com.

Positioning

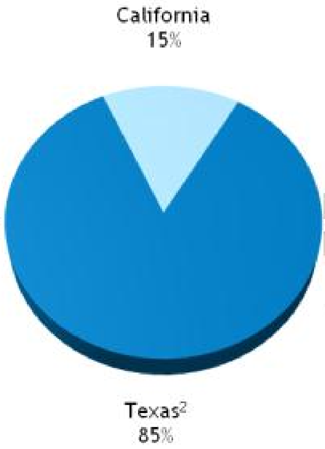
Uniquely Positioned in Attractive Markets

Net sales by geography

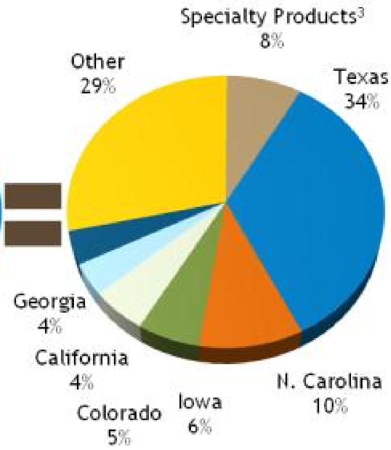
Martin Marietta



Texas Industries[1]



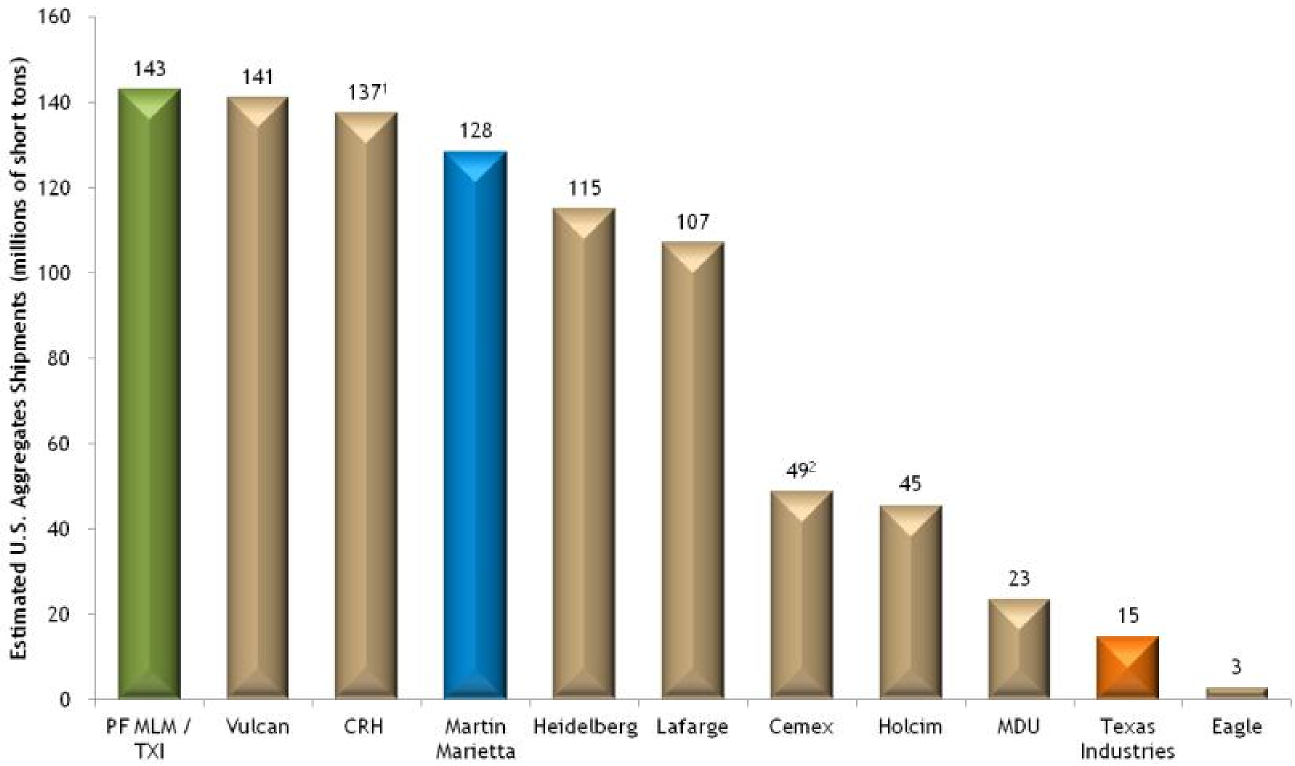
Combined



Nearly $2.5 billion in pro forma net sales

Source: Company filings
Note: Based on calendar year end 2012.
1 Net sales excludes Texas Industries delivery fees, expanded shale and clay and miscellaneous sales.
2 Texas includes sales from AR, LA, and OK.
3 Specialty Products is not included in the geographic breakout.

Leading U.S. Aggregates Producer…

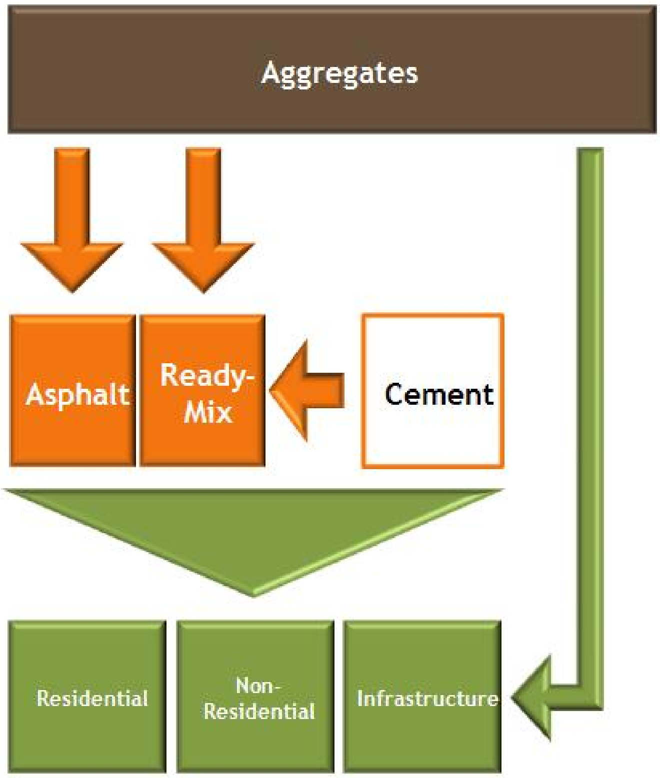


Source: Company filings
Note: Based on latest fiscal year.
1 Assumes U.S. aggregates tonnage produced is equal to U.S. aggregates tonnage shipped.
2 Assumes U.S. aggregates revenue as a percentage of total revenue is equal to U.S. tonnage as a percentage of total tonnage.

… Enhanced by Complementary Cement Assets

Key Benefits

- Improved distribution network
- Lower transportation costs
- End-market diversification
- Increased aggregates and cement pull-through



Vertical integration in selected markets drives value

Source: Company filings

Positioning

Environmental Regulations Are Expected to Make Texas Industries' Cement Facilities More Valuable

Environmental Regulations

- National Emission Standards for Hazardous Air Pollutants (NESHAP)
- California Assembly Bill 32 (AB 32)

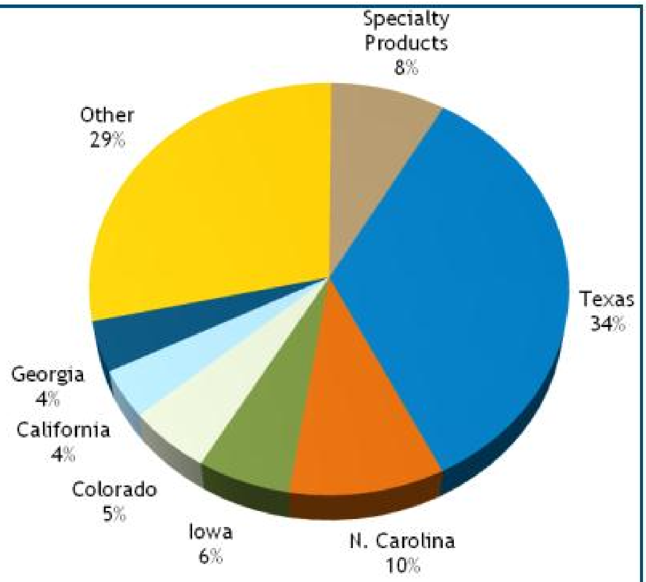
Forecasted Closures[1]		Designated for Permanent Closure[2]		High Risk of Closure[3]	
Cement Facilities	U.S. Clinker Production Capacity	Cement Facilities	U.S. Clinker Production Capacity	Cement Facilities	U.S. Clinker Production Capacity
18	12.1 million short tons	7	4.4 million short tons	3	2.8 million short tons

19% of current clinker capacity is expected to be removed from the U.S. market

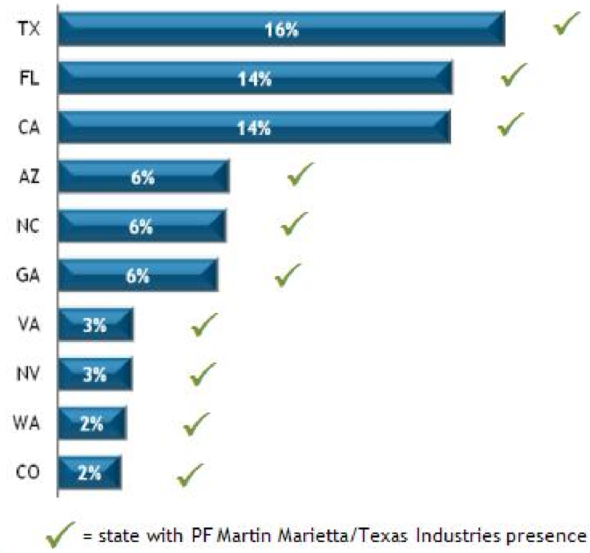
Source: Portland Cement Association
1 Plants that could be forced to close due to the inability to meet regulatory standards or because compliance investment may not be financially justifiable.
2 Plants permanently closed since 2008 due to low cyclical demand and the expectation of increasingly stringent emissions standards.
3 Plants at high risk of closure due to environmental regulation but assumed to continue to operate.

Increased Exposure to Attractive, High Growth Markets

Martin Marietta / Texas Industries Combined Net Sales by State[1]



Relative Contribution to U.S. Population Growth[2]

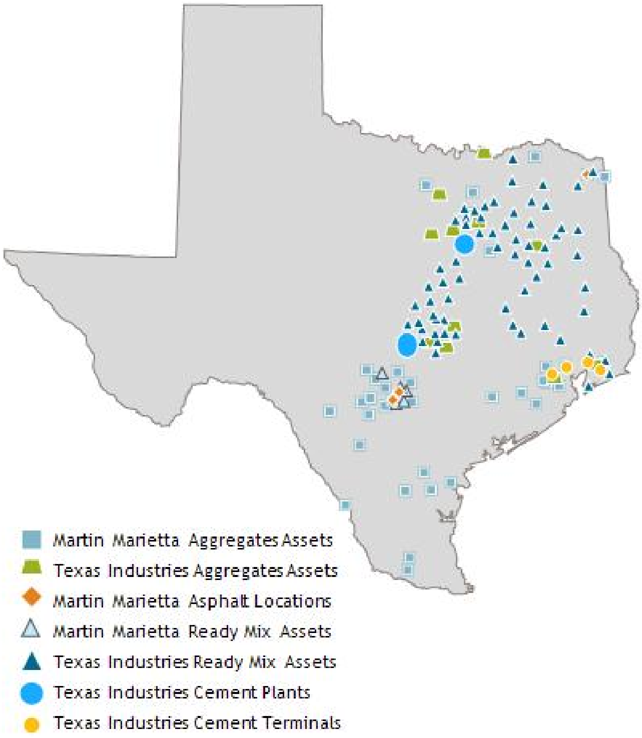


The pro forma Company has ~70% of sales from the 10 fastest growing states

Source: Company filings and website; Moody's Economy.com
1 Pro forma net sales excludes Martin Marietta freight and delivery revenues and Texas Industries delivery fees, expanded shale and clay and miscellaneous sales.
2 Represents each states' weighted contribution to U.S. 2012-2017 population growth (for example, Texas accounts for 16% of overall 2012-2017 population growth).

Combination Creates Leading Aggregates / Heavy Building Materials Supplier in Attractive Texas Market

Combined Texas Operations



Key Texas Commentary

- ✓ One of the most attractive heavyside markets globally
- ✓ GDP of $1.2 trillion growing at a 4.3% CAGR
- ✓ Leads the U.S. in employment growth
- ✓ Pro forma company will have an excellent asset base in key markets in Texas

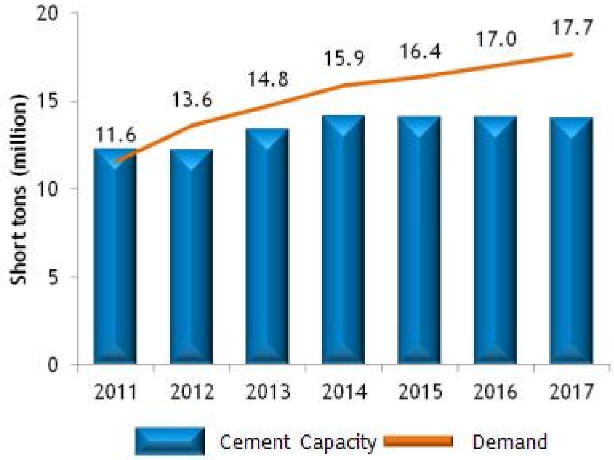
#1 U.S. consumer of aggregates

#1 U.S. consumer of cement

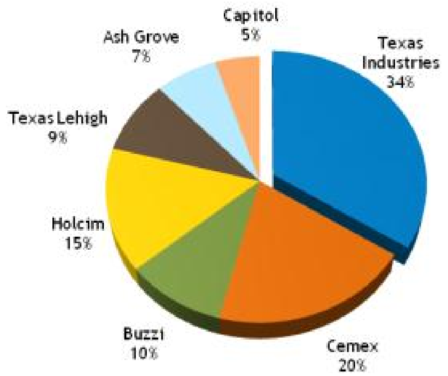
Source: Company filings and presentations; Bureau of Labor Statistics; Federal Reserve; Port of Houston

Texas: Attractive Dynamics Supporting Continued Growth

Demand Exceeds Capacity



Texas Cement Capacity Share



Macroeconomic Drivers

- Revival of core energy and energy-related industries, supported by a diversified industry base and a favorable business climate
- 3 of the top 9 job growth markets in the U.S.
  - Dallas/Fort Worth
  - Houston
  - Austin

Construction Market Drivers

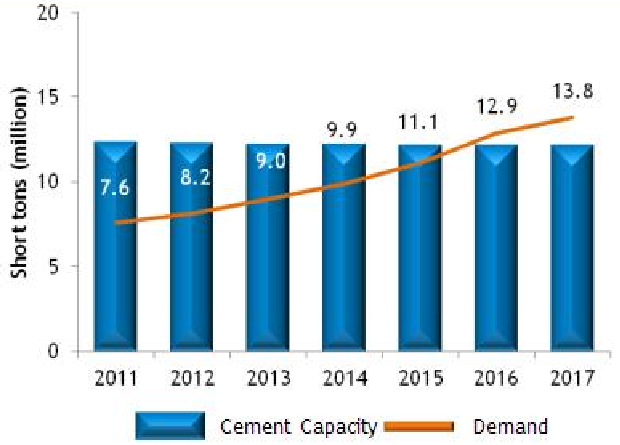
- Construction payrolls increase at 2x the U.S. rate
- Strong infrastructure activity
- Residential construction outperforms the nation
- Nonresidential construction led by plant expansions, pipeline construction and expanded corporate operations

Source: Bureau of Economic Analysis; Moody's.com; USGS; PCA; Texas Industries management

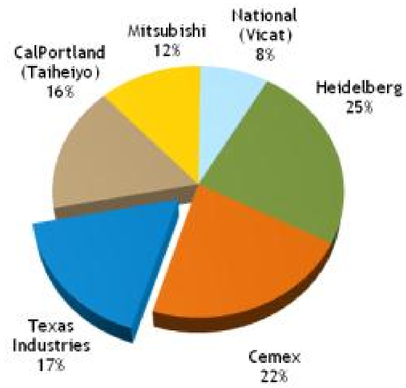
Growth

California: Early Stages of a Significant Anticipated Growth Cycle

Demand Reaches Equilibrium In 2015



California Cement Capacity Share



Macroeconomic Drivers

- GDP of over $2.0 trillion growing at a 3.5% CAGR
- 8th largest economy in the world
- Strong employment growth outlook
- Foreign trade and direct investment support R&D services
- High barriers to entry

Construction Market Drivers

- ***#2 U.S. consumer of aggregates***
- ***#2 U.S. consumer of cement***
- PCA projects 13.4% CAGR in Southern California cement consumption between 2013 and 2017
- PCA projects 12.5% CAGR in Northern California cement consumption between 2013 and 2017

Source: Bureau of Economic Analysis; Moody's.com; USGS; PCA; Texas Industries management

Attractive Shareholder Return Profile

EPS Accretion

- Expect the transaction to be immediately accretive to Martin Marietta's EPS in 2014[1]
- Mid-to-high single digits percentage accretive to EPS in first full year following integration

Synergy and Growth Advantage

- EBITDA margin accretive through realization of synergies
- Synergies imply an acquisition multiple lower than Martin Marietta's current trading multiples
- Revenue and EBITDA growth to outpace standalone projections

Enhanced Overall Return Profile

- Expect sustainable, upward trajectory for return on invested capital
- Accelerates quicker than standalone projections

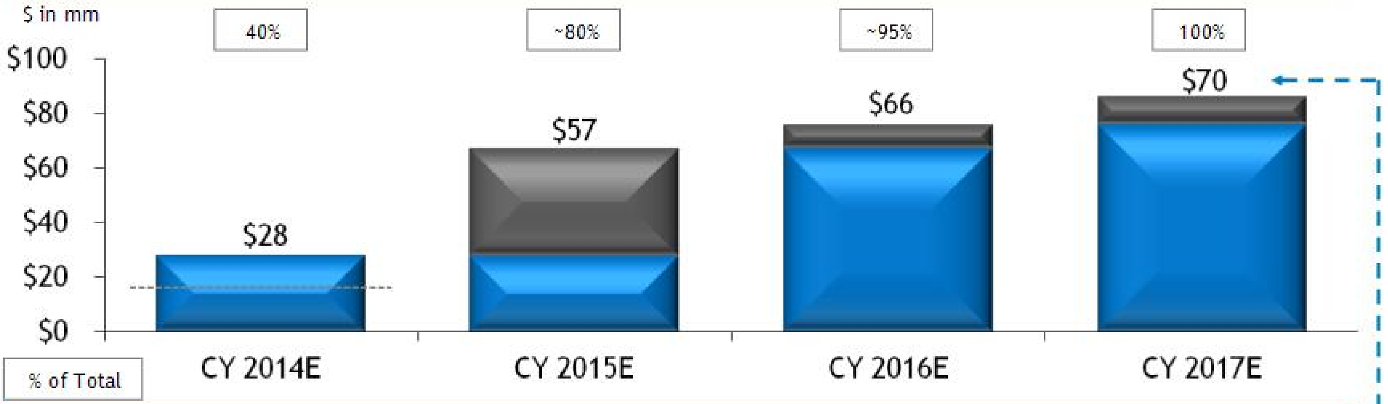
Proposed transaction provides multi-pronged financial benefits for shareholders

1 Assumes refinancing of Texas Industries' outstanding debt at or around closing of the merger and excluding one-time costs.

Performance

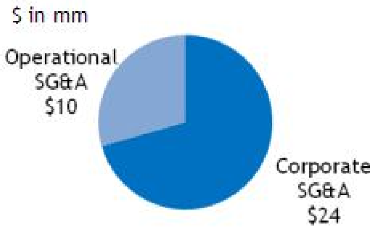
Realization of Synergies Should Create Significant Shareholder Value

Projected Annual Synergies[1,2] ($ in mm)



Synergy Overview By Area

SG&A



$34 million

Operational Efficiencies

- Incremental aggregates volume
- Incremental cement volume
- Ready-mix improvement
- Purchasing

$36 million

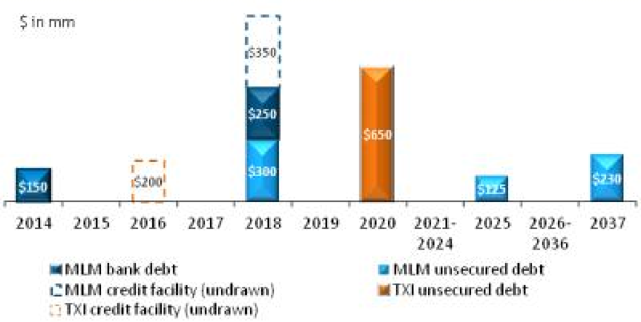
$70 million of annual synergies

Source: FactSet; Wall Street research; Company filings
1 Actual CY 2014E synergy projected at $18 mm; $28 mm reflects expected run-rate at year-end. Subsequent years reflect annual estimates.
2 Does not include material real estate sales or NOL usage.

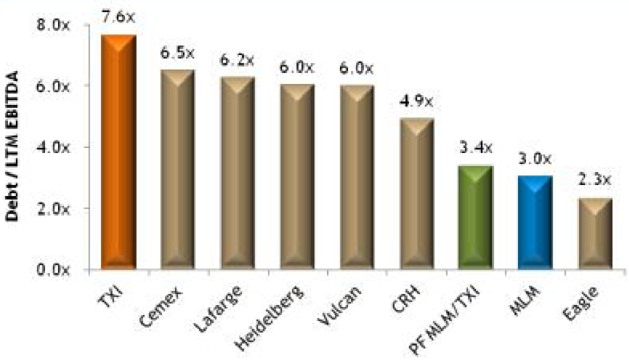
Performance

Industry-Leading Leverage Position

Debt Maturity Schedule[1]



Pro Forma Total Debt / LTM Adj. EBITDA[2]



Commentary

- Retain financial flexibility for growth
  - Expected refinancing of higher-cost Texas Industries debt
- Rapid expected deleveraging driven by:
  - Synergy realization
  - Earnings expansion from continued market recovery
  - Strong free cash flow generation
  - Utilization of Texas Industries' NOLs
  - Potential sale of non-operating land
- Investment-grade credit profile

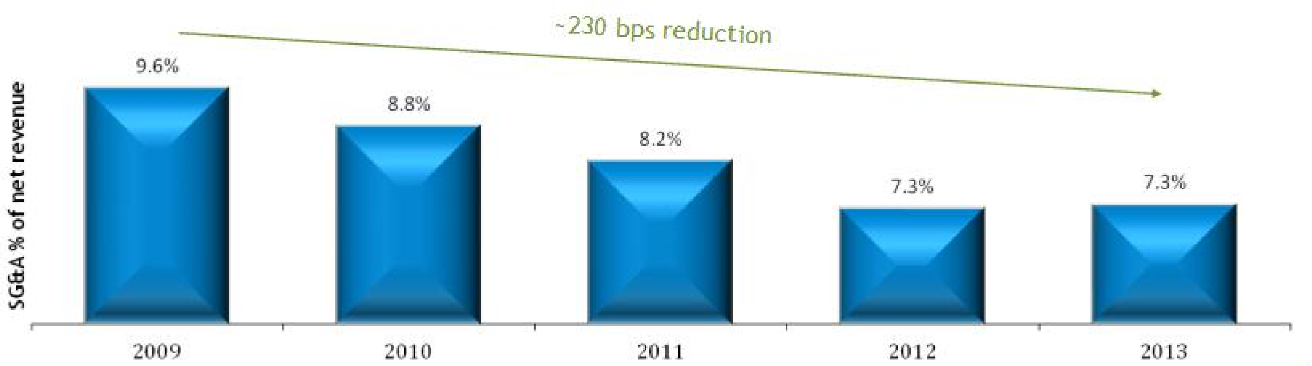
Source: FactSet; Company filings; Wall Street research; Martin Marietta management

1 Martin Marietta 9/30/2013 balance sheet adjusted for refinancing on 12/5/2013; Texas Industries 11/30/13 balance sheet.

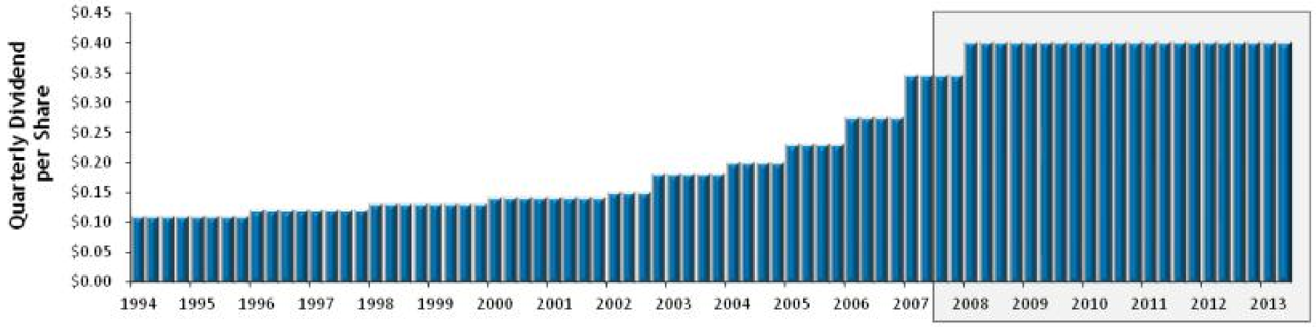
2 LTM 9/30/2013 for Martin Marietta, LTM 11/30/13 for Texas Industries. Pro forma LTM Adj. EBITDA with run-rate synergies of $70mm. Refer to appendix for EBITDA reconciliation.

Disciplined Martin Marietta Management Should Accelerate Shareholder Value Creation

Strong Cost Management Track Record[1]



Uninterrupted Dividends



Source: Company filings; Martin Marietta management
1 Excludes one-time costs related to an IT systems upgrade in 2012 and 2013.

FY Q4 2013 Earnings - Financial Summary

	Fiscal Quarter Ended December 31,		
	2013	2012	% growth
Sales	$545.0	$502.2	8.5%
Gross Profit	$101.0	$76.7	31.7%
EBITDA	$106.3	$83.4	27.5%
EPS	$0.77	$0.46	67.4%

	Fiscal Year Ended December 31,		
	2013	2012	% growth
Sales	$2,155.5	$2,031.9	6.1%
Gross Profit	$364.0	$327.1	11.3%
EBITDA	$390.2	$329.9	18.3%
EPS	$2.61	$1.83	42.6%

Source: Company filings
Note: All figures in millions of USD except for per share figures.

Aggregates Product Line

Pricing and Volume Growth

Pricing growth in each reportable segment

	Q4 2013	Full Year 2013
Heritage Aggregates Product Line		
Mid-America Group	5.2%	3.2%
Southeast Group	0.4%	1.9%
West Group	3.6%	3.9%
Heritage Aggregates Operations	3.3%	2.9%
Aggregates Product Line	3.4%	3.0%

Volume growth in private sector offset by decreased public-sector activity

	Q4 2013	Full Year 2013
Heritage Aggregates Product Line		
Mid-America Group	(2.8%)	(0.4%)
Southeast Group	(8.2%)	(5.6%)
West Group	2.7%	1.2%
Heritage Aggregates Operations	(1.4%)	(0.5%)
Aggregates Product Line	(0.4%)	0.1%

2014 Outlook

Aggregates Product Line

Volume growth: 4% - 5%
Pricing growth: 3% - 5%
CPT: decline slightly

Vertically-Integrated

Net sales: $385M - $405M
Gross profit: $40M - $45M

Specialty Products

Net sales: $225M - $235M
Gross profit: $85M - $90M

Roadmap to Closing

- **Announcement of the transaction: January 28, 2014**
- **Filing and review of documentation by SEC**
- **Obtain regulatory approvals**
- **Martin Marietta and Texas Industries shareholder approvals**
- **Expected closing of the transaction: Q2 2014**

Martin Marietta and Texas Industries: An Expanded Platform for Growth

Market leader with substantial scale

- ✓ Leading U.S. aggregates producer enhanced with targeted cement presence
- ✓ Nationwide operations with geographic and product diversity
- ✓ Best-in-class long-haul network

Well positioned for long-term growth

- ✓ Exposure to perennially largest, fastest growing geographies
- ✓ Vertical integration across aggregates and targeted cement operations
  - ✓ Highly efficient, low-cost operators
- ✓ Early stages of cyclical economic recovery

Complementary, high-quality assets

- ✓ Low integration risk
- ✓ Attractive aggregates operations
- ✓ State-of-the-art cement facilities
- ✓ Superior ready-mix assets

Significant shareholder value creation

- ✓ Disciplined management team driving tangible synergies
- ✓ Strong balance sheet, financial flexibility and access to capital

Martin Marietta Materials

An Expanded Platform for Growth

Appendix

Non-GAAP to GAAP Reconciliation - Martin Marietta

(dollars in millions)	For the Nine Months Ended September 30,		For the Year Ended December 31,	LTM
	2013	2012	2012	9/30/2013
Net earnings attributable to entity	$85.3	$62.9	$84.5	$106.8
Add back				
Interest expense	40.6	40.0	53.3	54.0
Income tax expense for controlling interests	29.4	11.9	16.6	34.1
Depreciation, depletion and amortization expense	128.6	131.6	175.5	172.5
EBITDA	**$283.9**	**$246.4**	**$329.9**	**$367.4**
Adjusted for:				
Charge for early retirement benefit	-	-	3.9	3.9
Loss (gain) on sales of assets	(1.0)	(0.9)	(1.0)	(1.1)
Transaction costs	0.7	35.1	35.1	0.7
Settlement expense for pension plan	0.7	0.8	0.8	0.7
Other nonoperating (income) expense	0.2	(1.3)	(1.3)	0.2
Pretax loss (gain) on discontinued operations	0.7	1.5	0.8	(0.1)
Income attributable to noncontrolling interests	(1.0)	0.9	1.1	(0.8)
Adjusted EBITDA	**$284.2**	**$282.6**	**$369.3**	**$370.9**
Less:				
Depreciation, depletion and amortization expense	128.6	131.6	175.5	172.5
Adjusted EBIT	**$155.6**	**$151.0**	**$193.8**	**$198.4**

Source: Company filings

Non-GAAP to GAAP Reconciliation - Texas Industries

(dollars in millions)	For the Six Months Ended November 30,		For the Year Ended May 31,	LTM
	2013	2012	2013	11/30/2013
Net earnings attributable to entity	($17.2)	($13.8)	$24.6	$21.1
Add back				
Interest expense	34.8	15.2	32.8	52.4
Income tax expense for controlling interests	0.3	1.3	3.8	2.8
Depreciation, depletion and amortization expense	39.4	28.5	59.9	70.8
EBITDA	$57.3	$31.3	$121.0	$147.0
Adjusted for:				
(Gain) loss on sales of assets	(5.8)	(2.9)	(64.4)	(67.3)
Accretion expense for asset retirement obligations	0.1	0.1	0.2	0.2
Other nonoperating (income) expense	12.0	-	-	12.0
Pre-tax (earnings) loss on discontinued operations	-	(5.9)	(11.5)	(5.6)
Adjusted EBITDA	$63.6	$22.6	$45.3	$86.3
Less:				
Depreciation, depletion and amortization expense	39.4	28.5	59.9	70.8
Adjusted EBIT	$24.2	($5.9)	($14.6)	$15.5

Source: Company filings

Martin Marietta Employee Letter

January 28, 2014

Dear Fellow Martin Marietta Employees,

Today is an important day for Martin Marietta Materials. Not only did we announce strong fourth quarter and full year 2013 financial results, but we also announced an exciting transaction that we are confident will position us for an even stronger future.

As you may have seen in the press release we issued earlier, Martin Marietta will be combining with Texas Industries, Inc. to create a market leading supplier of aggregates and heavy building materials. Under the terms of the merger agreement, and subject to the conditions therein, Martin Marietta will acquire all of the outstanding shares of Texas Industries' common stock in a tax-free, stock-for-stock transaction. A copy of the press release is attached.

By combining with Texas Industries, we are uniting two companies with complementary assets to create a stronger Martin Marietta. We will have an expanded geographic footprint, an enhanced position as a leader in aggregates, and a more diversified product and customer mix. Together, we will have greater scale and efficiencies, allowing us to continue growing while better serving our customers and communities.

For those of you who are not familiar with Texas Industries, it is a Dallas-based company that shares many of our strengths. Texas Industries is a leading supplier of aggregates and cement, with a dedicated employee base. It has leading positions in Texas and California – two of the largest and fastest growing markets for construction materials in the United States.

I am thrilled that we will unite two highly-skilled workforces. As part of a stronger and larger company, Martin Marietta and Texas Industries employees will benefit from greater career and professional development opportunities created by this combination.

The combined company, which will operate under the name Martin Marietta Materials, Inc., will be headquartered in Raleigh, North Carolina and will maintain a significant presence in Texas Industries' hometown of Dallas. I, along with the rest of the Martin Marietta executive team, will lead the combined company and together, we will work to retain top talent across the combined organization.

As excited as we are about joining forces with Texas Industries, it will be several months before the transaction is completed, and only then can we operate as one company. We will seek the required regulatory and shareholder approvals and expect to close the transaction in the second quarter of 2014. Until that time, Martin Marietta and Texas Industries will continue to operate as separate entities.

As you know, we also announced our fourth quarter and full year financial results today. I am very pleased with our results, which were driven by strong performance in our Aggregates and Specialty Products businesses. We reported earnings per diluted share for the quarter of $0.77, a 67% increase over the same quarter last year. These results reflect our focus on efficiency and solid execution, as well as our efforts to strategically position our company to benefit from the continued recovery in private-sector construction. Looking ahead, we are encouraged by various positive trends in our business and markets – especially in private-sector employment and construction. The management team is incredibly proud of the work each and every one of you do to make Martin Marietta an industry leader – and our results are proof of your strong efforts. Together, we will build on our momentum as we work to close the transaction and integrate Martin Marietta and Texas Industries into a single, stronger entity.

I look forward to further discussing this combination and our financial results during an employee town hall meeting scheduled for later this morning at 11:30 a.m. ET. I encourage each of you working at our Raleigh headquarters to attend the meeting in our main lobby and on the second floor balcony. For those of you working outside of Raleigh, I will host a company-wide conference call at 11:50 a.m. ET. To participate, call 844-205-2609, conference 10:51886770.

It is likely that this combination will lead to increased interest in Martin Marietta and it is important we speak with one voice. Consistent with Martin Marietta's longstanding policy, if you receive an inquiry from the media or members of the investment community, please direct the call to Dana Guzzo, Chief Information Officer. As we work to complete this transaction, we will keep you updated on our progress. Additionally, if you have any questions, please do not hesitate to reach out to your manager.

I want to thank you all for your continued hard work and dedication. Our collective achievements have made this combination possible. As always, it is imperative that we all remain focused on working safely, achieving operational excellence and continuing to provide the best-in-class products and outstanding service our customers have come to expect from Martin Marietta.

Thank you for your continued support.

Best regards,

Ward Nye
Chief Executive Officer, Martin Marietta Materials

Cautionary Statements Regarding Forward-Looking Statements

Certain statements in this communication regarding the proposed acquisition of TXI by Martin Marietta, the expected timetable for completing the transaction, benefits and synergies of the transaction, future opportunities for the combined company and products and any other statements regarding Martin Marietta's and TXI's future expectations, beliefs, plans, objectives, financial conditions, assumptions or future events or performance that are not historical facts are "forward-looking" statements made within the meaning of Section 21E of the Securities Exchange Act of 1934. These statements are often, but not always, made through the use of words or phrases such as "may", "believe," "anticipate," "could", "should," "intend," "plan," "will," "expect(s)," "estimate(s)," "project(s)," "forecast(s)", "positioned," "strategy," "outlook" and similar expressions. All such forward-looking statements involve estimates and assumptions that are subject to risks, uncertainties and other factors that could cause actual results to differ materially from the results expressed in the statements. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking statements are the following: the parties' ability to consummate the transaction; the conditions to the completion of the transaction, including the receipt of approval of both Martin Marietta's shareholders and TXI's stockholders; the regulatory approvals required for the transaction not being obtained on the terms expected or on the anticipated schedule; the parties' ability to meet expectations regarding the timing, completion and accounting and tax treatments of the transaction; the possibility that the parties may be unable to achieve expected synergies and operating efficiencies in connection with the transaction within the expected time-frames or at all and to successfully integrate TXI's operations into those of Martin Marietta; the integration of TXI's operations into those of Martin Marietta being more difficult, time-consuming or costly than expected; operating costs, customer loss and business disruption (including, without limitation, difficulties in maintaining relationships with employees, customers, clients or suppliers) being greater than expected following the transaction; the retention of certain key employees of TXI being difficult; Martin Marietta's and TXI's ability to adapt its services to changes in technology or the marketplace; Martin Marietta's and TXI's ability to maintain and grow its relationship with its customers; levels of construction spending in the markets; a decline in defense spending and the commercial component of the nonresidential construction market and the subsequent impact on construction activity; a slowdown in residential construction recovery; unfavorable weather conditions; a widespread decline in aggregates pricing; changes in the cost of raw materials, fuel and energy and the availability and cost of construction equipment in the United States; the timing and amount of federal, state and local transportation and infrastructure funding; the ability of states and/or other entities to finance approved projects either with tax revenues or alternative financing structures; and changes to and the impact of the laws, rules and regulations (including environmental laws, rules and regulations) that regulate Martin Marietta's and TXI's operations. Additional information concerning these and other factors can be found in Martin Marietta's and TXI's filings with the Securities and Exchange Commission, including Martin Marietta's and TXI's most recent Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. Martin Marietta and TXI assume no obligation to update or revise publicly the information in this communication, whether as a result of new information, future events or otherwise, except as otherwise required by law. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof.

Additional Information and Where to Find It

In connection with the proposed transaction between Martin Marietta and TXI, Martin Marietta and TXI intend to file relevant materials with the Securities and Exchange Commission, including a Martin Marietta registration statement on Form S-4 that will include a joint proxy statement of Martin Marietta and TXI that also constitutes a prospectus of Martin Marietta. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS AND ANY OTHER RELEVANT DOCUMENTS WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT MARTIN MARIETTA, TXI AND THE PROPOSED TRANSACTION. The joint proxy statement/prospectus and other documents relating to the proposed transaction (when they are available) can be obtained free of charge from the SEC's website at www.sec.gov. These documents (when they are available) can also be obtained free of charge from Martin Marietta upon written request to the Corporate Secretary at Martin Marietta Materials, Inc., 2710 Wycliff Road, Raleigh, NC 27607, telephone number (919) 783-4540 or from Martin Marietta's website, http://ir.martinmarietta.com or from TXI upon written request to TXI at Investor Relations, Texas Industries, Inc., 1503 LBJ Freeway, Suite 400, Dallas, Texas 75234, telephone number (972) 647-6700 or from TXI's website, http://investorrelations.txi.com.

Participants in Solicitation

This communication is not a solicitation of a proxy from any investor or securityholder. However, Martin Marietta, TXI and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies in connection with the proposed transaction under the rules of the SEC. Information regarding Martin Marietta's directors and executive officers may be found in its Annual Report for the year ended December 31, 2012 on Form 10-K filed with the SEC on February 2, 2013 and the definitive proxy statement relating to its 2013 Annual Meeting of Shareholders filed with the SEC on April 16, 2013. Information regarding TXI's directors and executive officers may be found in its Annual Report for the year ended May 31, 2013 on Form 10-K filed with the SEC on July 22, 2013 and the definitive proxy statement relating to its 2013 Annual Meeting of Shareholders filed with the SEC on August 23, 2013. These documents can be obtained free of charge from the sources indicated above. Additional information regarding the interests of these participants will also be included in the joint proxy statement/prospectus when it becomes available.

Non-Solicitation

This communication shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Martin Marietta Employee FAQ

1. **What was announced today?**
   - Today we announced that that Martin Marietta Materials will be combining with Texas Industries to create a market leading supplier of aggregates and heavy building materials.
   - Under the terms of the definitive merger agreement, and subject to the conditions therein, Martin Marietta will acquire all of the outstanding shares of Texas Industries common stock in a tax-free, stock-for-stock transaction.
   - We also announced strong fourth quarter and full year 2013 financial results.

2. **Who is Texas Industries?**
   - Texas Industries is a leading supplier of aggregates and cement.
   - Texas Industries is headquartered in Dallas with primary markets in Texas and California – two of the largest and fastest growing markets for building products and cement in the United States.

3. **Why are Martin Marietta and Texas Industries combining?**
   - The combination will create a leading supplier of aggregates and heavy building materials, with low-cost, vertically integrated operations across aggregates and targeted cement.
   - With greater geographic and product diversity and a leading distribution network, the combined company will have uniquely positioned assets across some of the nation's largest and fastest growing geographies, such as Texas and California.
   - As market conditions improve, the combined company will be well-positioned for long-term growth, with a network in excess of 400 quarries, mines, distribution yards and plants spanning 36 states, Canada, the Bahamas and the Caribbean Islands.

4. **What are the benefits of this transaction for employees?**
   - This combination is about growth and building an even better company for the future. We believe that as one company we will have an even stronger base of talent by uniting two highly-skilled workforces with a strong commitment to serving customers and communities.
   - As part of a stronger and larger company, Martin Marietta and Texas Industries employees will benefit from greater career and professional development opportunities.

5. **Where will the company be headquartered and who will lead it?**
   - The combined company will be headquartered in Raleigh, North Carolina, and will maintain a significant presence in Dallas, Texas.
   - Ward Nye, along with the rest of the Martin Marietta executive team, will lead the combined company. Together, they will work to retain top talent across the combined organization.

6. **Will there be any impact to our operations in Dallas/Fort Worth, where Texas Industries has a significant presence?**
   - Until the combination closes, it remains business as usual, and both companies will operate as independent companies.
   - Together with Texas Industries, we will establish an integration team that will work to develop a detailed and thoughtful plan to make the post-closing integration as efficient as possible.
   - Dallas/Fort Worth will remain an important market for the combined company after the close. We will continue to maintain a significant presence there and offer our customers the same outstanding products and service they have come to expect from us.

7. **When will the transaction be completed and what can employees expect between now and then?**
   - We anticipate closing the transaction in the second quarter of 2014.
   - Until that time, Martin Marietta and Texas Industries will continue to operate as separate entities and it will remain business as usual for all of us.

8. What is required in order to close the transaction?

- In the months ahead, we intend to secure the required regulatory approvals, including expiration or termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act, and other customary closing conditions.
- The transaction is also subject to the approval of Martin Marietta and Texas Industries shareholders.
- Texas Industries' two largest shareholders, representing approximately 51 percent of shares outstanding, have agreed to vote all of their shares (or in some limited circumstances, about 35% of the outstanding shares) of Texas Industries common stock in favor of the transaction.

9. Will there be any changes in staffing as a result of the combination?

- This combination is about growth and building an even better company for the future. As part of a stronger and larger company, Martin Marietta and Texas Industries employees across the combined company's geographic footprint will benefit from greater career and professional development opportunities created by this transaction.
- However, as in any combination of this size, there may be some overlap in job functions. Importantly, we've only just announced the agreement and certain decisions about how we will combine the two companies have not yet been finalized.
- Together with Texas Industries, we will establish an integration team that will work to develop a detailed and thoughtful plan to make the post-closing integration as efficient as possible.
- We will carefully study the opportunities to combine these two great companies in a manner that builds on our collective past successes, and enables us to create a great combined organization going forward. We are committed to doing our best to help employees move through the combination in a positive manner and will strive to treat everyone fairly regarding any future employment decisions.

10. Will there be any changes to employee compensation, benefits and plans?

- There will be no immediate changes to compensation and benefits as a result of the transaction. We will approach the process of bringing the two companies together in the same way we approach all other aspects of our business and will keep you informed of any changes well in advance.

11. How will this combination affect our relationship with our customers?

- Until the transaction is completed, this announcement will have no impact on our customers or how we conduct business with them. Please remain as focused as ever on their needs and continue to provide the same world-class products and service they expect from us.
- After the close, combining our businesses will increase our size and scale, and enable us to deliver even more value for customers. With a collective workforce of approximately 7,000 highly skilled employees and a shared commitment to providing exceptional building materials and the best service and solutions, the combined company will be even better equipped to serve its customers and communities.

12. What should I say if I'm asked about this transaction?

- It is likely that today's actions will lead to increased interest in Martin Marietta and it is important we speak with one voice on this matter.
- If you receive any inquiries from the media or other interested third parties, please refer them to Dana Guzzo, Chief Information Officer.

13. Who can I contact if I have more questions?

- As we move through this process, we will keep you informed on important developments, as appropriate. If you have any questions, please do not hesitate to reach out to your manager.

Cautionary Statements Regarding Forward-Looking Statements

Certain statements in this communication regarding the proposed acquisition of TXI by Martin Marietta, the expected timetable for completing the transaction, benefits and synergies of the transaction, future opportunities for the combined company and products and any other statements regarding Martin Marietta's and TXI's future expectations, beliefs, plans, objectives, financial conditions, assumptions or future events or performance that are not historical facts are "forward-looking" statements made within the meaning of Section 21E of the Securities Exchange Act of 1934. These statements are often, but not always, made through the use of words or phrases such as "may", "believe," "anticipate," "could", "should," "intend," "plan," "will," "expect(s)," "estimate(s)," "project(s)," "forecast(s)", "positioned," "strategy," "outlook" and similar expressions. All such forward-looking statements involve estimates and assumptions that are subject to risks, uncertainties and other factors that could cause actual results to differ materially from the results expressed in the statements. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking statements are the following: the parties' ability to consummate the transaction; the conditions to the completion of the transaction, including the receipt of approval of both Martin Marietta's shareholders and TXI's stockholders; the regulatory approvals required for the transaction not being obtained on the terms expected or on the anticipated schedule; the parties' ability to meet expectations regarding the timing, completion and accounting and tax treatments of the transaction; the possibility that the parties may be unable to achieve expected synergies and operating efficiencies in connection with the transaction within the expected time-frames or at all and to successfully integrate TXI's operations into those of Martin Marietta; the integration of TXI's operations into those of Martin Marietta being more difficult, time-consuming or costly than expected; operating costs, customer loss and business disruption (including, without limitation, difficulties in maintaining relationships with employees, customers, clients or suppliers) being greater than expected following the transaction; the retention of certain key employees of TXI being difficult; Martin Marietta's and TXI's ability to adapt its services to changes in technology or the marketplace; Martin Marietta's and TXI's ability to maintain and grow its relationship with its customers; levels of construction spending in the markets; a decline in defense spending and the commercial component of the nonresidential construction market and the subsequent impact on construction activity; a slowdown in residential construction recovery; unfavorable weather conditions; a widespread decline in aggregates pricing; changes in the cost of raw materials, fuel and energy and the availability and cost of construction equipment in the United States; the timing and amount of federal, state and local transportation and infrastructure funding; the ability of states and/or other entities to finance approved projects either with tax revenues or alternative financing structures; and changes to and the impact of the laws, rules and regulations (including environmental laws, rules and regulations) that regulate Martin Marietta's and TXI's operations. Additional information concerning these and other factors can be found in Martin Marietta's and TXI's filings with the Securities and Exchange Commission, including Martin Marietta's and TXI's most recent Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. Martin Marietta and TXI assume no obligation to update or revise publicly the information in this communication, whether as a result of new information, future events or otherwise, except as otherwise required by law. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof.

Additional Information and Where to Find It

In connection with the proposed transaction between Martin Marietta and TXI, Martin Marietta and TXI intend to file relevant materials with the Securities and Exchange Commission, including a Martin Marietta registration statement on Form S-4 that will include a joint proxy statement of Martin Marietta and TXI that also constitutes a prospectus of Martin Marietta. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS AND ANY OTHER RELEVANT DOCUMENTS WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT MARTIN MARIETTA, TXI AND THE PROPOSED TRANSACTION. The joint proxy statement/prospectus and other documents relating to the proposed transaction (when they are available) can be obtained free of charge from the SEC's website at www.sec.gov. These documents (when they are available) can also be obtained free of charge from Martin Marietta upon written request to the Corporate Secretary at Martin Marietta Materials, Inc., 2710 Wycliff Road, Raleigh, NC 27607, telephone number (919) 783-4540 or from Martin Marietta's website, http://ir.martinmarietta.com or from TXI upon written request to TXI at Investor Relations, Texas Industries, Inc., 1503 LBJ Freeway, Suite 400, Dallas, Texas 75234, telephone number (972) 647-6700 or from TXI's website, http://investorrelations.txi.com.

Participants in Solicitation

This communication is not a solicitation of a proxy from any investor or securityholder. However, Martin Marietta, TXI and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies in connection with the proposed transaction under the rules of the SEC. Information regarding Martin Marietta's directors and executive officers may be found in its Annual Report for the year ended December 31, 2012 on Form 10-K filed with the SEC on February 2, 2013 and the definitive proxy statement relating to its 2013 Annual Meeting of Shareholders filed with the SEC on April 16, 2013. Information regarding TXI's directors and executive officers may be found in its Annual Report for the year ended May 31, 2013 on Form 10-K filed with the SEC on July 22, 2013 and the definitive proxy statement relating to its 2013 Annual Meeting of Shareholders filed with the SEC on August 23, 2013. These documents can be obtained free of charge from the sources indicated above. Additional information regarding the interests of these participants will also be included in the joint proxy statement/prospectus when it becomes available.

Non-Solicitation

This communication shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.