

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶
Internal Revenue Code Sections 302, 354, 358, 368(a), 1221, 1223

18 Can any resulting loss be recognized? ▶ See attachment

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See attachment

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
	Signature ▶	<i>Anne H Lloyd</i>	Date ▶	<i>7/25/14</i>
Paid Preparer Use Only	Print your name ▶	<i>Anne H Lloyd</i>	Title ▶	<i>EVP and CFO</i>
	Print/Type preparer's name		Preparer's signature	Date
	Firm's name ▶		Check <input type="checkbox"/> if self-employed	PTIN
	Firm's address ▶		Firm's EIN ▶	Phone no.

Texas Industries, Inc.
Attachment to Form 8937

Part II, Question 14

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

Part II, Question 15

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

Part II, Question 16

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

Part II, Question 18

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

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

Part II, Question 19

The merger occurred in calendar year 2014.

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