

MARTIN MARIETTA MATERIALS INC

Form 425

January 11, 2012

CJS Securities, Inc.  
New Ideas for the New Year  
January 11, 2012

1

Rock Solid Fundamentals.

Positioned for the Long Term.

FILED BY MARTIN MARIETTA MATERIALS, INC.

PURSUANT TO RULE 425 UNDER THE SECURITIES ACT OF 1933

AND DEEMED FILED PURSUANT TO RULE 14a-12

UNDER THE SECURITIES EXCHANGE ACT OF 1934

SUBJECT COMPANY: VULCAN MATERIALS COMPANY

COMMISSION FILE NO. 001-33841

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Martin

Marietta Materials Today

Continued Commitment to Strategy Yields

New Ideas for the New Year

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The Principles of our Strategy Remain Unchanged

Positioning

Uniquely positioned in an  
attractive industry

3

Long-term

superior performance

Performance

Differentiated

performance

Growth

Multiple

long-term drivers

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Commitment to Strategy Yields Improved Positioning

4

Target selective markets

achieve #1 or #2 position

Disciplined acquisition strategy

last 3-4 years, walked away from  
many deals



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San Antonio Expansion

Acquisition of

6 aggregates quarries

2 ready mix plants

1 asphalt plant

High-growth area

Serve additional customers in a larger geographic footprint

Provides long-term reserves to replace current sites (> over 200M tons)

5

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Asset Exchange with Lafarge  
6

Acquired Lafarge's Denver, CO Front  
Range assets:

10 aggregates quarries

(200M tons reserves)

19 ready mix plants

12 asphalt plants

Road paving business

Swapped River business  
Presence in Colorado

The Principles of our Strategy Remain Unchanged

Positioning

Uniquely positioned in an  
attractive industry

Performance

Differentiated

performance

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Growth

Multiple

long-term drivers

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Long-term

superior performance

Our Differentiated Performance Profile

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1

Highly disciplined

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2

Low cost leader

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Faster growth than  
the industry

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Attractive Specialty  
Products business

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Strong financial position

Superior  
performance and  
returns to  
shareholders

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Low Cost Leader

Declining costs

Investment in new technologies  
increased productivity

Low cost distribution network

9

Significant Headcount

Reduction

6,400

5,600

4,500

-30%

Note: Headcount equal to average number of employees

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2003

2006

2010

Hourly

Salary

even as volume increased

2003 to 2006

32% by rail and water

Attractive Specialty Products Business

Chemical products

(water treatment;

pulp and paper)

10

11% of 2010 consolidated net sales

Key end uses / Product lines

Dolomite lime

(steel manufacturing)

31%

69%

Operating Margin

Net Sales

29%

\$176M

Operating Margin

(%)

26% of total 2010 operating profits

7%

29%

> 30%

2005

2010

2011F

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Investing \$53M to expand capacity by 15%

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The Principles of our Strategy Remain Unchanged

11

Long-term

superior performance

Positioning

Uniquely positioned in an

attractive industry

Performance

Differentiated

performance

Growth

Multiple

long-term drivers

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Multiple Long-Term Growth Drivers

12

Infrastructure renewal

Government funding expansion

Faster growing markets

Growth of Specialty Products

business

Powerful operating leverage

Our

long-term value

proposition

Key Drivers



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The Need for Infrastructure Renewal  
Has Never Been Greater

13

Expanding transit a necessity  
Gas tax is too low to meet current  
(and future) infrastructure needs.

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Government Funding is Evolving  
Federal Highway Bill  
Expired September 30, 2009  
Continuing resolution through March 31, 2012  
Likely 2013 before new bill  
2-year bill  
\$50B annually for highways only  
Financing  
energy production  
and oil & gas royalties  
Delayed until 2012  
Unanimously passed on Nov. 9  
2-year bill  
Spending at current funding  
levels (adjusted for inflation)  
Eliminates earmarks  
House  
Senate  
Map 21  
Moving Ahead for Progress  
in the 21  
st  
Century

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State Departments of Transportation  
State budgets better than most realize  
Set to play expanding role

specific funding such as toll roads, gas taxes

examples Texas, North Carolina  
Funding at the State Level  
Toll Roads & Alternate Financing  
Tax Initiatives

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Long-Haul Distribution Network Serves Critical Markets

16

Nova Scotia

Bahamas

Jacksonville

Savannah

Morehead

City

Mobile/

Pensacola

Lake Charles

Beaumont

Tampa/

Pt. Manatee

Baltimore

Charleston

Cape Canaveral

Bermuda

New York City

From Nova Scotia

From Bahamas



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Powerful Leverage with Volume Recovery

17

+5%

Volume

+10%

EPS

2010 Increase

Every additional **\$1**

sales adds **\$0.60**

to operating profit

Every additional **\$1**

sales adds **\$0.60**

to operating profit

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Rock Solid Fundamentals. Positioned for the Long Term.

Long-term  
superior performance  
18  
Performance  
Positioning

Uniquely positioned in  
attractive industry

barriers, resilient  
pricing, growing  
market share  
Growth

Differentiated  
performance

low cost leader,  
disciplined, Specialty  
Products business

Multiple long-term  
drivers

infrastructure  
spending, powerful  
leverage to volume

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Martin Marietta's Proposal is Compelling  
Provides Significantly More Value and Less Risk than  
Vulcan on a Standalone Basis

19

Note: Martin

Marietta

has

prepared

presentations

for

investors,

and

other

information,

relating

to

the

proposed

business

combination that are available on Martin Marietta's and the SEC's websites. Please see "Important Additional Information" at the end of this presentation.

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Compelling Combination of  
Two Highly Complementary Businesses

20

Note 1:

As of December 12, 2011.

Source: Company filings

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Nova Scotia

Total Reserves

(billions of tons)

Number of Facilities

Total Reserves

(billions of tons)

Number of Facilities

2010 Shipments

(millions of tons)

2010 Net Sales

(\$M)

2010 Net Sales

(\$M)

2010 Shipments

(millions of tons)

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PA  
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Yucatan  
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13.6  
315  
\$1,551  
130  
14.7  
317  
\$2,406  
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Key Economic Terms of the Proposed Transaction

21

Consideration

Premium to Vulcan s

Shareholders

Ownership

Stock-for-stock tax-free exchange of 0.50 of a  
Martin Marietta share of common stock for  
each Vulcan Materials share of common stock

15% and 18% premiums to the average  
exchange ratio during the 10 and 30 day  
periods ended December 9, 2011

Vulcan Materials shareholders to own 58%

Martin Marietta shareholders to own 42%

Vulcan's Valuation is at a Cyclical High

22

Note 1:

Please see EBITDA reconciliation in the appendix.

Note

2:

Between

December  
31,  
2001  
and  
December  
9,  
2011,  
the  
change  
in  
Martin  
Marietta's  
and  
Vulcan's  
stock  
price  
was  
57%  
and  
(30%),  
respectively,  
and  
change  
in  
S&P  
500 index was 9%.

Source:

Company filings, IBES consensus from FactSet

Vulcan Share Price vs. Valuation

Vulcan Today

Vulcan share price

Vulcan TEV / NTM EBITDA

Debt / Adj. EBITDA

Unaffected

price: \$33.55

Unaffected

multiple: 17.0x

Credit

Rating

A1/A+

A1/A+

A1/A+

A3/A-

Baa2/BBB

Ba2/BB

Announcement of Florida Rock

Housing bubble

drove Vulcan's

peak

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Near all-time high  
EBITDA multiple  
Excessive leverage  
resulting in junk  
debt rating  
Nominal dividend  
Negative earnings  
Historically high  
SG& A as % of sales  
Significant share  
price  
underperformance  
of (87%) and (39%)  
to Martin Marietta  
and S&P 500,  
respectively, over  
the last 10 years

Vulcan is far worse off today than in the past

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Analysts  
Relative Price Targets  
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Price Target  
Analyst  
Martin  
Marietta  
Vulcan  
Implied  
Exch. Ratio  
Martin Marietta s  
Offer of 0.50 as a  
Premium to Implied  
Exchange Ratio  
Citi  
\$63.00  
\$27.00  
0.429x  
16.7%  
D.A. Davidson  
75.00  
32.00  
0.427x  
17.2%  
Goldman Sachs  
77.00  
29.00  
0.377x  
32.8%  
Jefferies  
104.00  
49.00  
0.471x

6.1%

Morgan Keegan

82.00

36.00

0.439x

13.9%

RBC

79.00

35.00

0.443x

12.9%

Stephens

80.00

38.00

0.475x

5.3%

Susquehanna

68.00

32.00

0.471x

6.3%

Wells Fargo

77.00

32.50

0.422x

18.5%

Median

2

\$78.00

\$32.25

0.413x

20.9%

Consensus

Median

3

\$79.50

\$32.00

0.403x

24.2%

Martin Marietta's Proposal is a Premium to Exchange

Ratios Implied by Street Estimates

Note:

Analysts

named

publish

price

targets

for

both

Martin

Marietta  
and  
Vulcan.  
Median  
implied  
exchange

ratio is calculated by dividing Vulcan's median price target by Martin Marietta's median price target.

Note 1:

Based on unaffected share price as of December 9, 2011.

Note

2:

Median  
price  
targets  
of  
analysts  
that  
publish  
price  
targets  
for  
both

Martin  
Marietta  
and  
Vulcan.

Note

3:

Median  
price  
targets  
of  
all  
analysts  
that  
publish  
price  
targets  
for  
Martin  
Marietta  
and  
Vulcan.

Source:

Wall Street Research, Thomson One

Note 1:

Based on unaffected share price as of December 9, 2011.

Source:

Thomson One; EBITDA estimates taken from Vulcan's "Why Vulcan  
Has Rejected Martin Marietta's Proposal", January 5, 2012

Wall Street Consensus Estimates

Valuation

multiples

and

stock

price

reflect

the

potential

margin

enhancement that Vulcan

relies on in defense of its rejection

(\$M)

Martin

Marietta

Vulcan

Revenue

\$1,797

\$2,527

EBITDA

\$348

\$332

TEV / EBITDA

1

12.7x

21.1x

Revenue

\$2,050

\$2,879

EBITDA

\$438

\$558

TEV / EBITDA

1

10.1x

12.6x

% Revenue growth

14%

14%

% EBITDA growth

26%

68%

Achieving Prior Peak Financial Performance for Vulcan  
Would Require a Repeat of the Housing Bubble

24

Housing Bubble...

2,273K

total

housing

starts

FL:

266K

total

housing

starts

2

CA:

191K

total

housing

starts

AZ:

92K

total

housing

starts

Current

...Future

Vulcan pro forma peak EBITDA:

\$1,344M

Vulcan 2011E EBITDA:

\$332M

FL: 40K total housing starts

CA: 47K total housing starts

AZ: 11K total housing starts

McGraw-Hill total housing start

forecasts

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Note 1:

2,273K and 685K total housing starts (seasonally adjusted) as of January 2006 and November 2011, respectively; U.S. Census

Note 2: FL, CA & AZ peak housing starts (2005); current housing starts (2011E); National Association of Home Builders (NAHB)

Note 3:

Based on Vulcan's "Why Vulcan Has Rejected Martin Marietta's Proposal", January 5, 2012.

Note 4:

McGraw-Hill Construction, Construction Market Forecasting Service (CMFS), December 2011.

Simply said, hope is not a strategy

685K total housing starts

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2012: 640K total housing starts

2013: 895K total housing starts

2014: 1,295K total housing starts

2015: 1,480K total housing starts

2016: 1,490K total housing starts



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Relative Performance Coming Out of the 2001 Recession

25

Martin Marietta Showed Strong Recovery

Note 1:

Based on reported operating earnings from most recent filings for respective periods.

Source:

Company filings

as

Evidenced

by

2002

2006

CAGRs

1

Gross profit

Operating earnings

Net income

Martin Marietta

Vulcan

16.1%

14.7%

21.4%

16.6%

29.9%

29.0%

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12/31/02  
LTM  
9/30/11  
Change  
TEV / NTM EBITDA  
7.9x  
17.0x  
9.1x  
Leverage  
2  
1.5x  
9.4x  
7.9x  
FCF / Total Debt  
3  
22.3%  
3.4%  
(19.0%)  
Net Interest  
Expense / Adj.  
EBITDA  
4  
8.1%  
69.9%  
61.8%  
EPS  
5  
\$1.64  
(\$0.69)  
(\$2.33)  
Adj. SG&A as % of  
Net Sales  
6

8.2%

12.6%

4.5%

Martin Marietta is a Much Stronger Company  
than Vulcan Today

26

LTM

12/31/02

LTM

9/30/11

Change

TEV / NTM EBITDA

8.2x

11.4x

3.2x

Leverage

2

2.4x

3.0x

0.6x

FCF / Total Debt

3

6.7%

12.2%

5.5%

Net Interest

Expense / Adj.

EBITDA

4

14.0%

17.8%

3.7%

EPS

5

\$1.77

\$1.78

\$0.01

Adj. SG&A as % of

Net Sales

8.1%

8.3%

0.2%

Note 1:

9/30/11 TEV / NTM EBITDA multiple as of December 9, 2011.

Note 2:

Leverage defined as Total Debt / LTM Adj. EBITDA. Please see EBITDA reconciliation in the appendix.

Note 3:

FCF / Total Debt defined as net cash provided by operating activities less capex divided by total debt. Please see FCF reconciliation in the appendix.

Note 4:

Please see EBITDA reconciliation in the appendix.

Note 5:

Reported EPS.

Note 6:

Vulcan's SG&A excludes R&D for comparative purposes. Please see SG&A reconciliation in the appendix.

Source:

Company filings, IBES consensus from FactSet

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Vulcan is a Very Different Company Today

Compared to When it Came Out of the 2001 Recession

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Significant Shareholder Value Creation

27

Estimated

\$200 -

\$250 million

in annual synergies

Meaningful dividend

Balance sheet well-

positioned for

cyclical recovery

and growth

Efficiencies gained

from size and scale

Continued focus on

operational

excellence

Stronger platform

for long-term growth

Continuing

equity

ownership

~42%

~58%















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### Cautionary Note Regarding Forward Looking Statements

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This presentation may include "forward-looking statements." Statements that include words such as "anticipate," "expect," "sho of similar meaning in connection with future events or future operating or financial performance are often used to identify forward-looking statements. The statements included in this presentation, other than those relating to historical information or current conditions, are forward-looking statements. They are subject to a number of risks and uncertainties, many of which are beyond Martin Marietta's control, which could cause actual results to differ from the statements. Risks and uncertainties relating to the proposed transaction with Vulcan include, but are not limited to: Vulcan's willingness to accept the proposal and enter into a definitive transaction agreement reasonably satisfactory to the parties; Martin Marietta's ability to obtain the necessary regulatory approvals on the proposed terms and schedule; uncertainty as to the actual premium that will be realized by Vulcan shareholders in the proposed transaction; uncertainty of the expected financial performance of the combined company following completion of the proposed transaction; uncertainty of the expected cost-savings and synergies contemplated by the proposed transaction within the expected time frame; Martin Marietta's ability to integrate the businesses of Vulcan and Martin Marietta; a downgrade of the credit rating of Vulcan's indebtedness, which could increase the cost of Vulcan's existing indebtedness; the potential implications of alternative transaction structures with respect to Vulcan, Martin Marietta and the combined company, including potentially requiring an offer to repurchase certain of Martin Marietta's existing debt; the implications of the proposed transaction on Martin Marietta's and Vulcan's employee benefit plans; and disruption from the proposed transaction making it more difficult to maintain relationships with employees or suppliers. Additional risks and uncertainties include, but are not limited to: the performance of the United States economy; the inability of the U.S. Congress to pass a successor federal highway bill; the discontinuance of the federal gasoline tax or other federal transportation construction; the level and timing of federal and state transportation funding, including federal stimulus projects; the ability of the federal government to approve projects either with tax revenues or alternative financing structures; levels of construction spending in the markets that are expected to decline in the commercial component of the nonresidential construction market, notably office and retail space; a slowdown in construction activity due to unfavorable weather conditions, particularly Atlantic Ocean hurricane activity, the late start to spring or the early onset of winter; excessive rainfall in the markets served by Martin Marietta and Vulcan; the volatility of fuel costs, particularly diesel fuel, and the cost of repair and consumables, namely steel, explosives, tires and conveyor belts; continued increases in the cost of other repair and supply parts; limited barge availability on the Mississippi River system and the availability of railcars and locomotive power to move trains to supply distribution markets; increased transportation costs, including increases from higher passed-through energy and other costs to consumers as well as higher volumes of rail and water shipments; availability and cost of construction equipment in the United States; weakness in demand for products by Martin Marietta's dolomitic lime products; inflation and its effect on both production and interest costs; Martin Marietta's ability to consummate and business combinations quickly and in a cost-effective manner and achieve anticipated profitability to maintain compliance with debt covenants; changes in tax laws, the interpretation of such laws and/or administrative practices that would increase Martin Marietta's cost of debt of Martin Marietta's debt covenant if price and/or volumes return to previous levels of instability; a potential downgrade in the credit rating of the indebtedness; downward pressure on Martin Marietta's or Vulcan's common stock price and its impact on goodwill impairment and the value of the construction materials industry; the impact of future regulatory or legislative actions; the outcome of pending legal proceedings; the amount of long-term debt and interest expense incurred; changes in interest rates; volatility in pension plan asset values which may require adjustments to the impact of environmental clean-up costs and liabilities relating to previously divested businesses; the ability to secure and protect intellectual property.



located areas; exposure to residential construction markets; and the impact on the combined company (after giving effect to the impact of any of the foregoing risks, as well as other risk factors listed from time to time in Martin Marietta's and Vulcan's filings with the SEC. The foregoing review of important factors should not be construed as exhaustive and should be read in conjunction with the other information included elsewhere, including the Risk Factors section of the Registration Statement and our most recent reports on Form 10-K of Martin Marietta and Vulcan filed with the SEC. Any forward-looking statements made in this presentation are qualified in that they are forward-looking statements, and there can be no assurance that the actual results or developments anticipated by us will be realized or, even if realized, will have the expected consequences to, or effects on, us or our business or operations. Except to the extent required by applicable law, we will not update publicly or revise any forward-looking statement, whether as a result of new information, future developments or otherwise.

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Important Additional Information

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This presentation relates to the Exchange Offer by Martin Marietta to exchange each issued and outstanding share of common stock of Vulcan for 0.500 shares of Martin Marietta common stock. This presentation is for informational purposes only and does not constitute an offer to exchange, or a solicitation of an offer to exchange, shares of Vulcan common stock, nor is it a substitute for the Tender Offer Statement on Schedule TO or the preliminary prospectus/offer to exchange included in the Registration Statement on Form S-4 (the "Registration Statement") (including the letter of transmittal and related documents as amended and supplemented from time to time, the "Exchange Offer Documents") filed by Martin Marietta on December 12, 2011 with the SEC. The Registration Statement has not yet become effective. The Exchange Offer will be made only through the Exchange Offer Documents. **INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE EXCHANGE OFFER DOCUMENTS AND OTHER RELEVANT DOCUMENTS THAT MARTIN MARIETTA HAS FILED OR MAY FILE WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION.**

Martin Marietta may file a proxy statement on Schedule 14A and other relevant documents with the SEC in connection with its solicitation of proxies (the "Vulcan Meeting Proxy Statement") for the 2012 annual meeting of Vulcan shareholders (the "Vulcan Meeting"). Martin Marietta may also file a proxy statement on Schedule 14A and other relevant documents with the SEC in connection with its solicitation of proxies for a meeting of Martin Marietta shareholders (the "Martin Marietta Meeting") to approve, among other things, the issuance of shares of Martin Marietta common stock pursuant to the Exchange Offer (the "Martin Marietta Meeting Proxy Statement"). **INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE VULCAN MEETING PROXY STATEMENT AND THE MARTIN MARIETTA MEETING PROXY STATEMENT AND OTHER RELEVANT MATERIALS WHEN THEY BECOME AVAILABLE BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION.**

All documents referred to above, if filed, will be available free of charge at the SEC's website ([www.sec.gov](http://www.sec.gov)) or by directing your request to Morrow & Co., LLC at (877) 757-5404 (banks and brokers may call (800) 662-5200).

Martin Marietta, its directors and executive officers and the individuals referenced in the Registration Statement to be nominated by Martin Marietta for election to Vulcan's Board of Directors are participants in any solicitation of proxies from Vulcan shareholders for the Vulcan Meeting or any adjournment or postponement thereof. Martin Marietta, its directors and executive officers are participants in any solicitation of proxies from Martin Marietta shareholders for the Martin Marietta Meeting or any adjournment or postponement thereof. Information about the participants, including a description of their direct and indirect interests, by security holdings or otherwise, is available in the Registration Statement or the proxy statement for Martin Marietta's 2011 annual meeting of shareholders, filed with the SEC on April 8, 2011, or will be available in the Vulcan Meeting Proxy Statement, the Martin Marietta Meeting Proxy Statement or other relevant solicitation materials that Martin Marietta files with the SEC in connection with the foregoing matters, as applicable.

Martin Marietta anticipates that some divestitures may be required in connection with the regulatory approval process. The financials shown in this presentation reflect the combined operations of Martin Marietta and Vulcan, but do not reflect the impact of any divestitures that may be necessary.

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