

# **Martin Marietta Materials**







# Martin Marietta and Texas Industries: An Expanded Platform for Growth

January 28, 2014

Rock Solid Fundamentals. Positioned for the Long Term.  $^{\text{TM}}$ 



## 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 timeframes 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 Commissions, 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, <a href="http://ir.martinmarietta.com">http://ir.martinmarietta.com</a> 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, <a href="http://investorrelations.txi.com">http://investorrelations.txi.com</a>.

#### Participants in the 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 April 16, 2013 and the definitive proxy statement relating to its 2013 Annual Meeting of Shareholders 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.

## 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

#### Complementary, high-quality assets

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

#### 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

#### 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

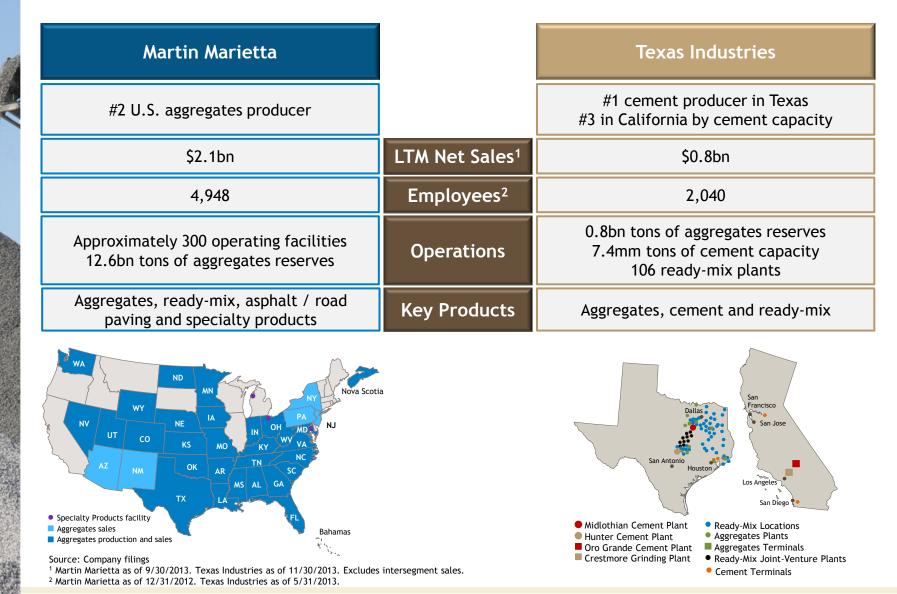
# Synergies and Growth Potential

- ✓ Estimated annual pre-tax synergies of \$70 million by 2017
- Transaction expected to be EPS accretive to shareholders
- Shareholder vote by both Martin Marietta and Texas Industries shareholders
- Customary regulatory approvals and closing conditions

# Timing & 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 Materials**





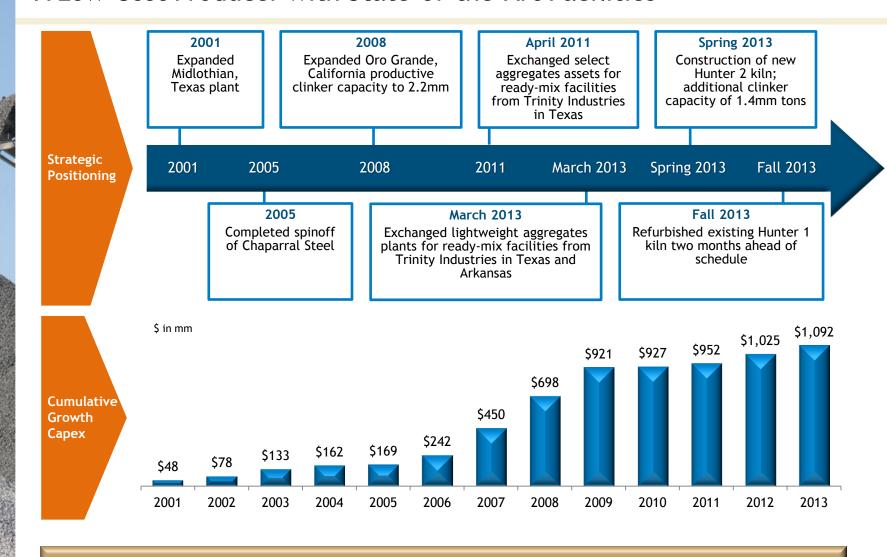


# An Expanded Platform for Growth

Significant Benefits for Texas Industries Shareholders



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



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**







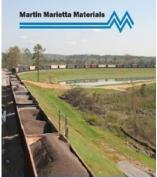
# An Expanded Platform for Growth

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-theart 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 - 2017¹
- 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

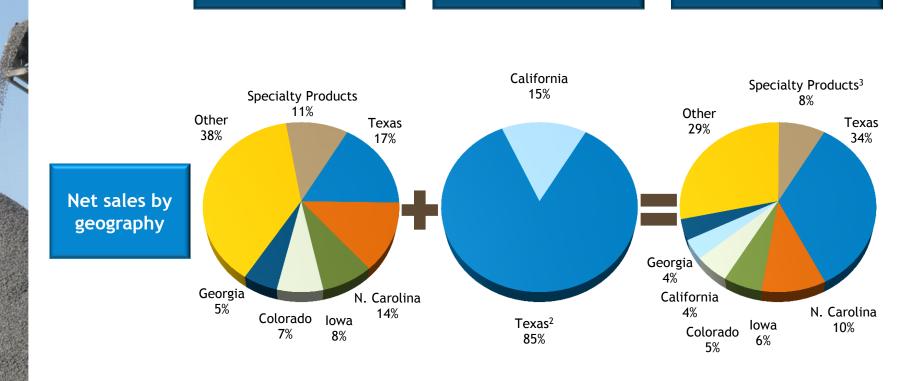


- Enhanced productivity through vertical integration in Texas
- · Disciplined management team
- · Powerful cash flow generation
- Maintains strong balance sheet and financial flexibility

<sup>&</sup>lt;sup>1</sup> Moody's Economy.com.

# Uniquely Positioned in Attractive Markets

**Martin Marietta** 



Texas Industries<sup>1</sup>

#### Nearly \$2.5 billion in pro forma net sales

Source: Company filings

Note: Based on calendar year end 2012.

Combined

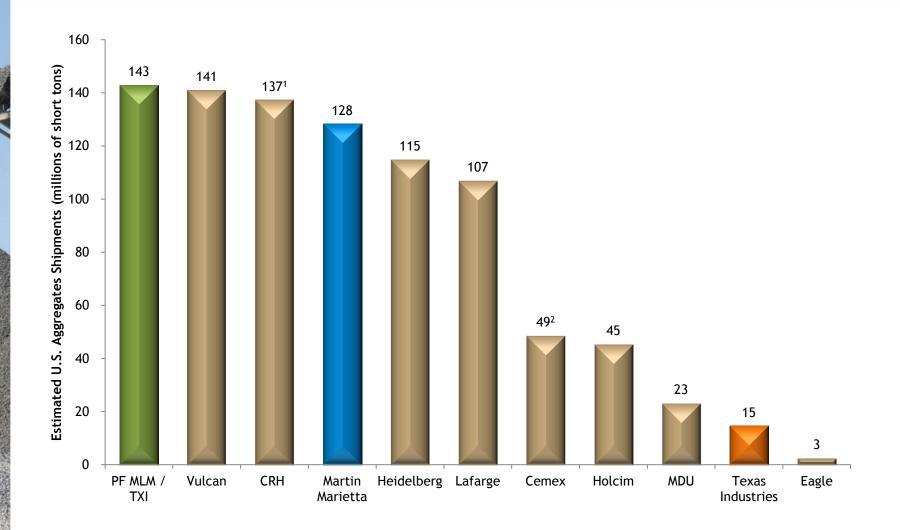
<sup>&</sup>lt;sup>1</sup> Net sales excludes Texas Industries delivery fees, expanded shale and clay and miscellaneous sales.

<sup>&</sup>lt;sup>2</sup> Texas includes sales from AR, LA, and OK.

<sup>&</sup>lt;sup>3</sup> Specialty Products is not included in the geographic breakout.

#### **Positioning**

# Leading U.S. Aggregates Producer...



Source: Company filings

Note: Based on latest fiscal year.

<sup>&</sup>lt;sup>1</sup> Assumes U.S. aggregates tonnage produced is equal to U.S. aggregates tonnage shipped.

<sup>&</sup>lt;sup>2</sup> Assumes U.S. aggregates revenue as a percentage of total revenue is equal to U.S. tonnage as a percentage of total tonnage.

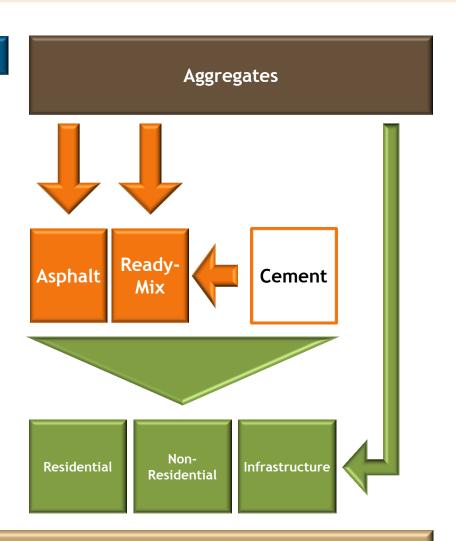
#### **Positioning**

# ... 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 <sup>1</sup>		Designated for Permanent Closure <sup>2</sup>		High Risk of Closure <sup>3</sup>		
	ment ilities	U.S. Clinker Production Capacity	Cement Facilities	U.S. Clinker Production Capacity	Cement Facilities	U.S. Clinker Production Capacity
1	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

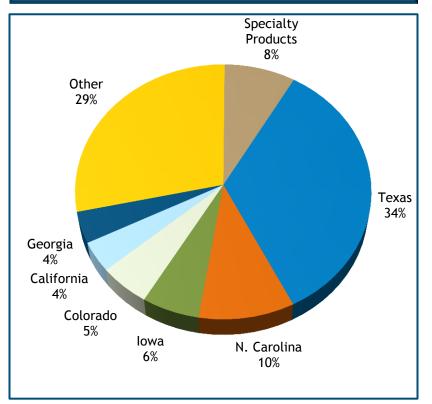
<sup>1</sup> Plants that could be forced to close due to the inability to meet regulatory standards or because compliance investment may not be financially justifiable.

<sup>&</sup>lt;sup>2</sup> Plants permanently closed since 2008 due to low cyclical demand and the expectation of increasingly stringent emissions standards.

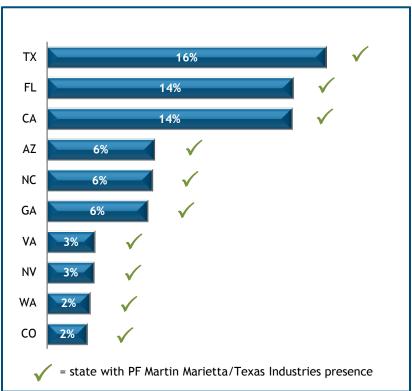
<sup>&</sup>lt;sup>3</sup> Plants at high risk of closure due to environmental regulation but assumed to continue to operate.

## Increased Exposure to Attractive, High Growth Markets





# Relative Contribution to U.S. Population Growth<sup>2</sup>



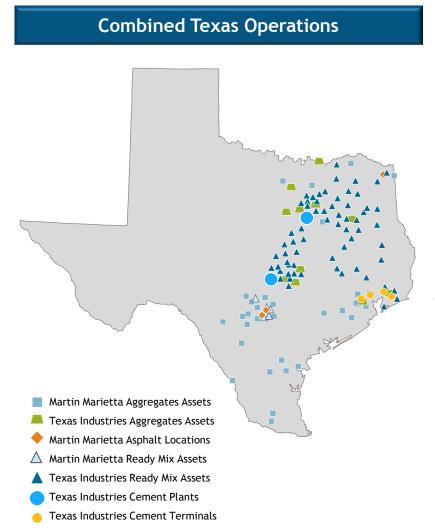
The pro forma Company has ~70% of sales from the 10 fastest growing states

Source: Company filings and website; Moody's Economy.com

<sup>1</sup> Pro forma net sales excludes Martin Marietta freight and delivery revenues and Texas Industries delivery fees, expanded shale and clay and miscellaneous sales.

<sup>&</sup>lt;sup>2</sup> 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



#### **Key Texas Commentary**

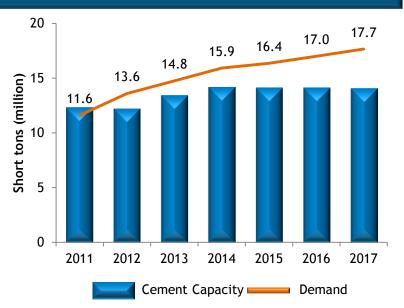
- One of the most attractive heavyside markets globally
- ✓ GDP of \$1.2 trillion growing at a 4.3% CAGR
- ✓ Leads the U.S. in employment growth
- ✓ Pro forma company will have an excellent asset base in key markets in Texas

#1 U.S. consumer of aggregates #1 U.S. consumer of cement

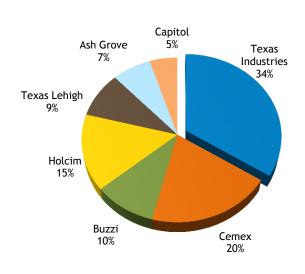
Source: Company filings and presentations; Bureau of Labor Statistics; Federal Reserve; Port of Houston

## Texas: Attractive Dynamics Supporting Continued Growth





#### **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

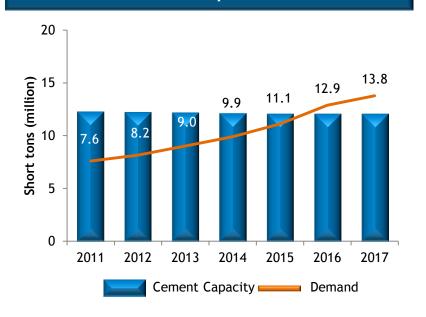
#### **Construction Market Drivers**

- 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

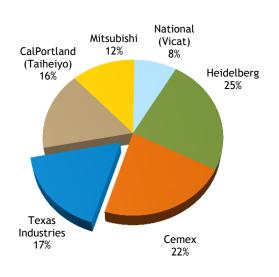
Source: Bureau of Economic Analysis; Moody's.com; USGS; PCA; Texas Industries management

## 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
- 8<sup>th</sup> 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

#### Performance

## Attractive Shareholder Return Profile

#### **EPS Accretion**

- Expect the transaction to be immediately accretive to Martin Marietta's EPS in 2014<sup>1</sup>
- 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

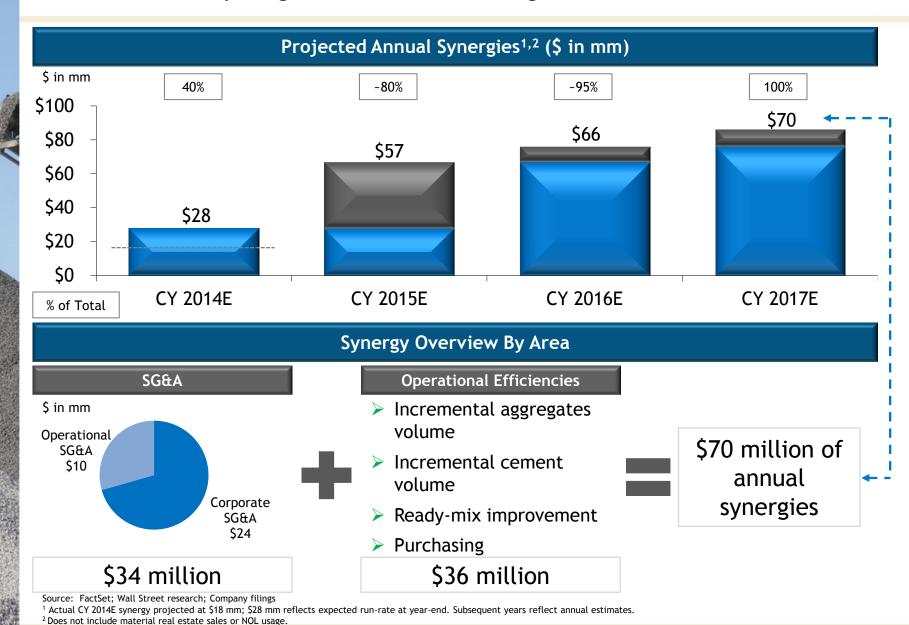
- Expect sustainable, upward trajectory for return on invested capital
- Accelerates quicker than standalone projections

Proposed transaction provides multi-pronged financial benefits for shareholders

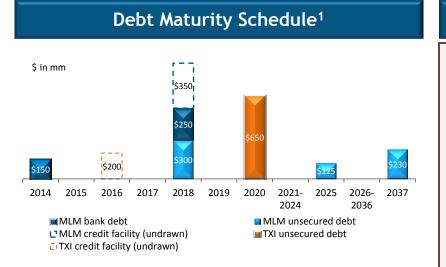
<sup>&</sup>lt;sup>1</sup> Assumes refinancing of Texas Industries' outstanding debt at or around closing of the merger and excluding one-time costs.

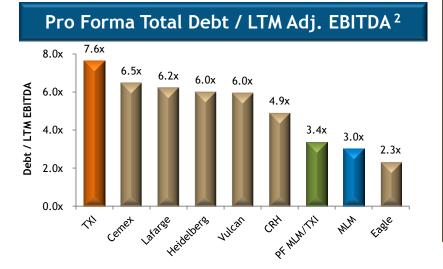
#### Performance

## Realization of Synergies Should Create Significant Shareholder Value



# Performance Industry-Leading Leverage Position





#### 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

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

<sup>&</sup>lt;sup>2</sup> 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.

#### Performance

# Disciplined Martin Marietta Management Should Accelerate Shareholder Value Creation



Source: Company filings; Martin Marietta management

<sup>&</sup>lt;sup>1</sup> Excludes one-time costs related to an IT systems upgrade in 2012 and 2013.

# FY Q4 2013 Earnings - Financial Summary

	Fiscal Quarter Ende		
	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		
	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

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# An Expanded Platform for Growth

Appendix



# Non-GAAP to GAAP Reconciliation - Martin Marietta

(dallan tanglitan)	For the Nice Heather For	l. d.C	For the Year Ended		
(dollars in millions)	For the Nine Months Ended September 30, 2013 2012		<u>December 31,</u> 2012	LTM 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	<del>-</del> -	(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