SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported) December 4, 1998

MARTIN MARIETTA MATERIALS, INC.

(Exact name of registrant as specified in its charter)

North Carolina	1-12744	56-1848578
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification Number)

2710 Wycliff Road, Raleigh, NC 27607-3033

(Address of principal executive offices)

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

Not Applicable

Former name or former address, if changes since last report.

Item 5. Other Events

The purpose of this Current Report of Form 8-K/A is to file the audited financial statements for Redland Stone Products Company ("Redland Stone") as of December 31, 1997 and for the year then ended, and the unaudited pro forma combined condensed financial statements, for the nine-months ended September 30, 1998, and related notes thereto, both of which, are in connection with the Registrant's acquisition in December 1998 of all the issued and outstanding shares of capital stock of Redland Stone Products. This information serves to: (i) comply with the requirements of Rule 3-05 and Article 11 of Regulation S-X; and (ii) provide the required financial statements and pro forma financial information of the business acquired amending the Current Report on Form 8-K, dated December 4, 1998, which was filed with the Securities and Exchange Commission on December 18, 1998.

Item 7. Financial Statements and Exhibits

(a) Financial Statements of Business Acquired

Redland Stone Products Company
Financial Statement for the Year Ended December 31, 1997
and Independent Auditors' Report
Unaudited Financial Statement for the Nine Months Ended
September 30, 1998 and 1997 and Notes to the Unaudited
Financial Statements

(b) Pro Forma Financial Information

Unaudited Pro Forma Combined Condensed Financial Statements
Notes to Unaudited Pro Forma Combined Condensed Financial
Statements

(c) Exhibits

Exhibit 23.0 Consent of PricewaterhouseCoopers LLP

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 of the undersigned hereunto duly authorized.

MARTIN MARIETTA MATERIALS, INC.
(Registrant)

Date: February 17, 1999 By: /s/ Janice K. Henry

Janice K. Henry
Senior Vice President, Chief Financial
Officer and Treasurer

MARTIN MARIETTA MATERIALS, INC.
FORM 8-K/A
CURRENT REPORT

EXHIBIT INDEX

Item 7(a)

REDLAND STONE
PRODUCTS COMPANY
(AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF LAFARGE, S.A.)
CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 1997

REDLAND STONE PRODUCTS COMPANY
(AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF LAFARGE, S.A.)
CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 1997

REPORT OF INDEPENDENT ACCOUNTANTS

To the Board of Directors and Shareholder
of Redland Stone Products Company

In our opinion, the accompanying consolidated balance sheet and the related consolidated statements of operations, of changes in shareholder's equity and of cash flows present fairly, in all material respects, the financial position of Redland Stone Products Company and its subsidiaries (the "Company", an indirect wholly-owned subsidiary of Lafarge, S.A.) at December 31, 1997 and the results of their operations and their cash flows for the year then ended in conformity with generally accepted accounting principles. These financial statements are the responsibility of the Company's management; our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit of these statements in accordance with generally accepted auditing standards which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for the opinion expressed above.

PricewaterhouseCoopers LLP
Philadelphia, PA
July 30, 1998

REDLAND STONE PRODUCTS COMPANY
(AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF LAFARGE, S.A.)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 1997

(in thousands)

ASSETS

Current assets:	
Cash	$ 3,165
Intercompany cash balances	33,122
Accounts receivable, trade (net of allowances for doubtful accounts of $385)	18,372
Due from affiliates	221
Current portion of notes receivable	420
Inventory	15,394
Deferred tax assets	3,590
Prepaid expenses and other current assets	558
Total current assets	74,842
Notes receivable	478
Property, plant and equipment, net	88,858
Land held for development or sale	28,158
Goodwill and other intangible assets (net of accumulated amortization of $4,532)	7,182
Other assets	265
Total assets	$199,783

LIABILITIES AND SHAREHOLDER'S EQUITY

Current liabilities:	
Accounts payable, trade	$ 14,459
Current portion of notes payable	100
Current portion of long-term debt with affiliates	5,000
Accrued expenses	6,555
Due to affiliates	613
Other liabilities	7,961
Total current liabilities	34,688
Deferred tax liabilities	24,170
Notes payable	100
Long term debt with affiliates	90,000
Due to affiliates, noncurrent	1,313
Other long-term liabilities	3,680
Total liabilities	153,951
Commitments and contingencies (Note 6)	
Shareholder's equity:	
Common stock issued and outstanding 100 shares with no par value, authorized 100,000 shares	10
Additional paid-in capital	21,971
Retained earnings	23,851
Total shareholder's equity	45,832
Total liabilities and shareholder's equity	$199,783

The accompanying notes are an integral part of these financial statements.

REDLAND STONE PRODUCTS COMPANY
(AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF LAFARGE, S.A.)
CONSOLIDATED BALANCE SHEET
DECEMBER 31, 1997

(in thousands)

Revenues	$ 146,822
Less: Freight	25,686
Net revenues	121,136
Cost of goods sold	97,238
Gross profit	23,898
Selling, general and administrative expense	9,919
Income from operations	13,979
Other (income) expense:	
Interest, net	4,735
Other, net	(583)
Total other expense	4,152
Income before income taxes	9,827
Provision for income taxes	3,429
Net income	$ 6,398

The accompanying notes are an integral part of these financial statements.

REDLAND STONE PRODUCTS COMPANY
(AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF LAFARGE, S.A.)
CONSOLIDATED STATEMENT OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 31, 1997

(in thousands)

	COMMON STOCK		ADDITIONAL PAID-IN	RETAINED	TOTAL SHAREHOLDER'S
	SHARES	AMOUNT	CAPITAL	EARNINGS	EQUITY
BALANCE AT DECEMBER 31, 1996	100	$10	$17,134	$ 47,453	$ 64,597
Net income	--	--	--	6,398	6,398
Capital contribution	--	--	4,837	--	4,837
Dividend paid	--	--	--	(30,000)	(30,000)
BALANCE AT DECEMBER 31, 1997	100	$10	$21,971	$ 23,851	$ 45,832

The accompanying notes are an integral part of these financial statements.

REDLAND STONE PRODUCTS COMPANY
(AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF LAFARGE, S.A.)
CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDER'S EQUITY
FOR THE YEAR ENDED DECEMBER 31, 1997

(in thousands, except for shares)

CASH FLOWS FROM OPERATING ACTIVITIES:	
Net income	$ 6,398
Adjustments to reconcile net income to net cash provided by operating activities:	
Depreciation, depletion and amortization	11,967
Provision for bad debts	150
Provision for inventory reserves	(239)
Gain on sale of property and equipment	(250)
Deferred tax provision	(1,983)
Change in assets and liabilities, net of effects from acquisitions:	
Receivables	(2,731)
Due from affiliates	139
Inventories	1,292
Prepaid expenses and other assets	330
Accounts payable, trade and accrued expenses	9,428
Accrued liabilities	1,769
Other non-current liabilities	1,715
Net cash provided by operating activities	27,985
CASH FLOWS FROM INVESTING ACTIVITIES:	
Additions of property and equipment	(7,427)
Additions of land held for development or sale	(75)
Proceeds from sale of property and equipment	271
Acquisitions	(3,969)
Net cash used in investing activities	(11,200)
CASH FLOWS FROM FINANCING ACTIVITIES:	
Proceeds from issuance of debt with affiliates	25,000
Principal repayments on long-term debt with affiliates	(5,000)
Change in intercompany cash balances, net	(3,719)
Principal repayments on notes payable	(300)
Payment of dividend	(30,000)
Net cash used in financing activities	(14,019)
Net increase (decrease) in cash	2,766
Cash at beginning of year	399
Cash at end of year	$ 3,165
Supplemental disclosures of non-cash items:	
Forgiveness of intercompany income taxes payable	$ 4,837

The accompanying notes are an integral part of these financial statements.

REDLAND STONE PRODUCTS COMPANY
(AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF LAFARGE, S.A.)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 1997

(in thousands)

1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Redland Stone Products Company (the "Company") had been an indirect wholly-owned subsidiary of Redland PLC (Redland) since 1989 and had been a majority owned subsidiary since 1983. The Company is engaged in the production and sale of construction materials, principally limestone aggregates, base and fill, caliche base, silica sand, ready mix concrete, asphaltic concrete and lime. The Company's principal areas of operation are San Antonio, Houston and South Texas, where its customer base consists of highway departments, municipalities, contractors, construction builders and developers.

In late 1997, Redland, including the Company, was acquired by Lafarge, S.A. (Lafarge). In early 1998, Lafarge determined that it would divest the Company, with the exception of certain assets related to lime operations. See Note 9. These financial statements, prepared on the Company's historical cost, do not include any adjustments that may result from a potential divestiture of the Company by Lafarge. See Note 13.

PRINCIPLES OF CONSOLIDATION
The consolidated financial statements include the accounts of the Company and its majority and wholly-owned subsidiaries: Redland Stone Development Company, Redland Development Company, Eastside Development Limited Partnership, Alamo Gulf Coast Railroad (99.5%) and Redland Park Development Limited Partnership (87.5%). All significant intercompany accounts and transactions have been eliminated in consolidation.

REVENUE RECOGNITION
Revenue from the sale of construction materials is recorded at the time the products are shipped.

INTERCOMPANY CASH BALANCES
Intercompany cash balances represent the Company's net deposits in a centralized group cash management account.

INVENTORIES
Inventories are valued at the lower of average cost or market.

PROPERTY AND EQUIPMENT
Depreciation of property, plant and equipment is computed for financial reporting purposes using the straight-line method over the estimated useful lives of the assets. The lives range from three to eight years on fixtures and motor vehicles, five to twenty-five years on equipment, and five to thirty years on buildings. Land includes depletable raw material reserves on which depletion is recorded based on the units of production method.

REDLAND STONE PRODUCTS COMPANY
(AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF LAFARGE, S.A.)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 1997

(in thousands)

LAND HELD FOR DEVELOPMENT OR SALE
Land held for development or sale is stated at cost which includes direct acquisition, development and construction costs, interest and other indirect construction costs.

GOODWILL
Amounts paid in excess of the fair market value of the net assets acquired are capitalized and amortized on a straight-line basis over 40 years. The Company continually evaluates whether events and circumstances have occurred that indicate the remaining estimated useful lives of the intangible assets may warrant revision or that the remaining balance of the intangible assets may not be recoverable. The amortization recorded for 1997 was $139.

SELF-INSURANCE
The Company participates in an insurance program with certain other Lafarge subsidiaries. Claims up to $1,000 for general liability, automobile liability and workers compensation are covered under the Redland program, with a $250 deductible per claim for the Company. Claims in excess of $1,000 are covered by excess liability insurance under the program.

A liability for claims under the $250 deductible is recorded in the Company's financial statements for general liability, automobile liability, and workers compensation claims reported but not paid and for estimated claims incurred but not reported based upon prior claim experience.

The Company also participates in a health insurance program with certain other Lafarge subsidiaries. Claims up to $200 are covered under the Redland program with a $75 deductible per claim for the Company. Claims in excess of $200 are covered by excess liability insurance under the program.

INCOME TAXES
The Company and its subsidiaries are included in the consolidated Federal income tax return of its U.S. parent. In accordance with a tax sharing agreement, Federal income taxes are computed as if the Company and its subsidiaries filed a separate consolidated return. Income taxes that would have been payable by the Company in accordance with the tax sharing agreement have been treated as additional capital contributions for the year ended December 31, 1997.

Deferred income taxes are determined by the liability method in accordance with Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes."

USE OF ESTIMATES
The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

REDLAND STONE PRODUCTS COMPANY
(AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF LAFARGE, S.A.)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 1997

(in thousands)

2. INVENTORIES

Inventories consist of the following:

Crushed stone	$ 12,444
Fuels and additives	1,386
Maintenance and operating supplies	1,780
	15,610
Provision for excess inventory	(216)
	$ 15,394

Management estimates a reserve for what it deems to be excess inventory quantities. Net changes in these estimates, as excess inventory is disposed of or reserved for, favorably impacted gross profit by $102 for the year ended December 31, 1997.

3. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consist of the following:

Land and land improvements	$ 59,558
Buildings	3,505
Machinery and equipment	119,116
Construction-in-process	2,368
	184,547
Accumulated depreciation and depletion	(95,689)
	$ 88,858

4. OTHER CURRENT LIABILITIES

Other current liabilities consist of the following:

Interest payable	$3,459
Accrued salaries, vacation pay and bonuses	1,657
Accrued property taxes	1,119
Other	1,726
	$7,961

REDLAND STONE PRODUCTS COMPANY
(AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF LAFARGE, S.A.)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 1997

(in thousands)

5. LONG-TERM DEBT AND NOTES PAYABLE

Long-term debt with affiliates consists of the following:

Unsecured note payable to Redland America Corporation; due in annual installments of $5 million, with the remaining balance due January 2001, plus interest at the lower of the cash management rate of Redland Credit Corporation, or the prime rate charged by Morgan Guaranty Trust Company (average interest rate of 5.8% for 1997)	$50,000
Promissory note payable to Redland America Corporation; due January 31, 2002; interest of 7.0% payable annually	20,000
Promissory note payable to Redland America Corporation; due April 22, 2007; interest of 8.0% payable annually	25,000
	95,000
Less: Current portion	5,000
	$90,000

Notes payable consists of the following:

Note payable in connection with an acquisition, with an average interest rate of 8.5%. Principal payments of $100 on February 29, 1998 and 1999 with interest payable annually	$200
Less: Current portion	100
	$100

Interest paid in 1997 was $4,443.

REDLAND STONE PRODUCTS COMPANY
(AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF LAFARGE, S.A.)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 1997

(in thousands)

Maturities of debt in years subsequent to 1997 are as follows:

FOR THE YEAR ENDING DECEMBER 31,	
1998	$ 5,100
1999	5,100
2000	5,000
2001	35,000
2002	20,000
2003 and thereafter	25,000
	$ 95,200

6. COMMITMENTS AND CONTINGENCIES

LEASES
The Company has entered into operating leases for property and equipment which have initial or remaining noncancellable terms in excess of one year. In addition, the Company operates various production facilities on leased property, whereby the Company pays royalties to the landowners based primarily on the tons of material produced and sold from each facility. Royalty rates ranged from $.15 per ton to $.60 per ton in 1997. The leases, some of which are cancelable on terms ranging from 90 to 180 days notice, are for varying periods that end in 2034. Noncancellable royalty and lease commitments are as follows:

FOR THE YEAR ENDING DECEMBER 31,	MINIMUM ROYALTY AND RENTAL PAYMENTS
1998	$ 616
1999	597
2000	214
2001	210
2002	210
2003 and thereafter	787
Total minimum lease payments	$2,634

Total royalty and rental expense under operating leases for the year ended December 31, 1997 was $872.

REDLAND STONE PRODUCTS COMPANY
(AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF LAFARGE, S.A.)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 1997

(in thousands)

LITIGATION

The Company is subject to various legal proceedings and claims which arise in the ordinary course of its business. In the opinion of management, the amount of ultimate liability, if any, with respect to these claims will not materially affect the financial position or results of operations of the Company. In 1997, the Company settled a dispute with a vendor that resulted in a payment of $2,000 to the Company, which is included as a reduction in cost of goods sold for the year ended December 31, 1997.

7. RETIREMENT PLANS

Through December 31, 1996, the Company maintained a defined benefit retirement plan covering substantially all employees. The plan's benefit formula was 1.0% of final average compensation plus 1.65% of final average compensation in excess of covered compensation (an average of social security wage bases) for each year of service while included in the plan. The Company's funding policy was to make periodic contributions to the retirement plan for normal costs plus thirty year amortization of any unfunded past service cost.

Effective January 1, 1997, the Company's plan was merged into a single plan with other Redland subsidiaries in North America (the RANA plan). Benefits for the Company's employees in the RANA plan are essentially the same as existed under the Company's plan. Pension cost, an intercompany charge beginning in 1997, continued to be calculated under FAS87 as if the RANA plan merger had not occurred, and the related liability is recorded in the accompanying balance sheet at December 31, 1997.

A comparison of the actuarially computed benefit obligation and the plan's net assets, prior to the plan merger, is presented below:

Actuarial present value of benefit obligation:	
Vested benefits	$ 3,315
Nonvested benefits	476
Accumulated benefit obligation	3,791
Effect of future salary increases	1,302
Projected benefit obligation for service rendered to date	$ 5,093
Plan assets at fair value	2,855
Projected benefit obligation in excess of plan assets	2,238
Unrecognized prior service cost	(863)
Unrecognized net loss	(159)
Additional liability	52
Accrued pension liability	$ 1,268

REDLAND STONE PRODUCTS COMPANY
(AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF LAFARGE, S.A.)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 1997

(in thousands)

Actuarial assumptions include an assumed settlement interest rate of 7.0 percent for 1997. The assumed rates of increase in future compensation levels used in determining the actuarial present values of the projected benefit obligations was 4.5 percent for 1997. The expected long-term rate of investment return on pension assets was 8.5 percent for 1997.

The unrecognized prior service cost is being amortized over the average remaining working life of covered employees of 12 years.

Net periodic pension expense consists of the following components:

Service cost	$ 499
Interest cost	310
Return on plan assets	(188)
Net amortization	123
Other	52
Net periodic pension cost	$ 796

Contributions made during the year ended December 31, 1997 to the RANA plan were $170.

In June 1998, LaFarge sold to an affiliate the other Redland subsidiaries that were participating employers in the RANA plan. Benefits under the RANA plan for the Company's employees will cease to accrue on December 31, 1998, and the Lafarge affiliate will, at Lafarge's request, transfer the assets and liabilities of the RANA plan attributable to the Company's employees to a successor plan designated by Lafarge. The amount of assets and liabilities to be transferred is to be determined under Section 414(1) of the Internal Revenue Code, which does not allow for an assessment of liability for unfunded vested benefits upon the sponsor of a transferee plan, unless the parties specifically agree to such an assessment. The agreement between Lafarge and its affiliate does not provide for such an assessment. Accordingly the liability of $1,268 recorded in the December 31, 1997 balance sheet will be treated by the Company as a capital contribution in its year ended December 31, 1998.

SAVINGS PLAN
The Company contributes to a voluntary defined contribution plan (the Plan) through regular contributions equal to various percentages of the amounts invested by the participants. Effective August 1, 1997, the Plan was merged with similar plans sponsored by other affiliated companies. All funds were transferred to a new trustee and custodian. The Company's contributions to these plans amounted to $320 for the year ended December 31, 1997.

REDLAND STONE PRODUCTS COMPANY
(AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF LAFARGE, S.A.)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 1997

(in thousands)

8. INCOME TAXES

The Company and its subsidiaries are included in the consolidated federal income tax return of Lafarge's U.S. subsidiaries. The income tax provision has been calculated pursuant to a tax sharing agreement as if the Company filed a separate federal income tax return. The provision for income taxes consists of the following:

Current:	
Federal	$ 4,837
State	575
	5,412
Deferred:	
Federal	(1,780)
State	(203)
	(1,983)
Total provision for income taxes	$ 3,429

The differences between the actual provision for income taxes and the expected amounts determined by applying the federal statutory rate of 35% to income before income taxes results primarily from the effects of percentage depletion, state taxes, and goodwill amortization.

The net current deferred tax assets arose primarily from self insurance, inventory, and compensation accruals deducted for financial reporting purposes but not allowed currently for tax purposes.

The net noncurrent deferred tax liabilities are primarily a result of basis differences in mineral properties originating through pushdown accounting as a result of previous ownership changes, depreciation recognized for tax purposes in excess of the amount recognized currently for financial reporting purposes, and basis difference in land held for development.

As of December 31, 1997, the Company had $1,663 of minimum tax credits available. Subsequent activities of the Company and other members of the group may affect the availability of the minimum tax credits.

Income taxes paid in 1997 were $595.

REDLAND STONE PRODUCTS COMPANY
(AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF LAFARGE, S.A.)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 1997

(in thousands)

9. LIME OPERATIONS

In May 1998, Lafarge formed a new subsidiary, Lafarge Texas Lime Company. At the same time the Company sold the tangible personal property associated with its lime business operating in San Antonio to Lafarge Texas Lime Company. Concurrently with the sale, the Company entered into a lease agreement under which the Company will continue to use these assets. The lease will terminate on the earlier of December 31, 1998 or the sale of the Company by Lafarge. Following are certain balances as of and for the year ended December 31, 1997 related to the lime operations and included in these consolidated financial statements:

Revenues	$3,540
Income from operations	553
Accounts receivable	571
Inventory	381
Property, plant and equipment, net	538
Accounts payable	208

10. ACQUISITIONS

On February 5, 1997, the Company acquired certain assets of Alamo Concrete Products, Ltd., which, among other operations, was engaged in the manufacturing of asphaltic concrete materials. The purchase price of $3,969 allocated to the acquired assets included $596 of fixed assets and $300 of assets held for sale. The excess of the purchase price over the identifiable assets acquired of $3,073, less $1,000 allocated to the value of the non-compete agreement, represents goodwill and is being amortized over 40 years. The non-compete agreement is being amortized over five years, the life of the agreement.

11. DISCLOSURES ABOUT FAIR VALUE OF FINANCIAL INFORMATION

The carrying amount of cash and debt approximates fair value. The Company's debt (see Note 5) is at current market rates for similar borrowings.

12. RELATED PARTY TRANSACTIONS

In 1997, the Company paid a dividend of $30,000 to Redland.

The Company has certain long-term debt outstanding to Redland America Corporation. Interest expense charged related to the debt was $5,761 for the year ended December 31, 1997. See Note 5.

The Company participates in an insurance program with certain other Redland subsidiaries. The program provides coverage to the Company for claims paid in excess of deductible. See Note 1.

REDLAND STONE PRODUCTS COMPANY
(AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF LAFARGE, S.A.)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 1997

(in thousands)

In January 1997, the Company elected to participate in the RANA pension plan. See Note 7. The Company pays an allocated portion of the plan costs, which have not significantly changed from the expenses incurred under the previous Company plan.

The Company and its subsidiaries are included in the consolidated Federal income tax return of its US parent. The income taxes payable for the year ended December 31, 1997 of $4,837 have been forgiven by Lafarge.

The Company is allocated a portion of corporate costs, for services provided by Redland Aggregates North America. The costs incurred for the year ended December 31, 1997 were $754.

13. SUBSEQUENT EVENTS (UNAUDITED)

On December 4, 1998, the Company was sold by Lafarge to Martin Marietta Materials, Inc. ("Martin Marietta"). In the transaction, Martin Marietta acquired all of the issued and outstanding shares of capital stock of the Company. The purchase price consisted of $272,000,000 in cash plus the assumption of normal balance sheet liabilities, subject to certain post-closing adjustments relating to working capital. In accordance with the Stock Purchase Agreement, Lafarge assumed certain liabilities of the Company, principally the affiliated debt.

REDLAND STONE
PRODUCTS COMPANY
(AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF LAFARGE, S.A.)
UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 1998

REDLAND STONE PRODUCTS COMPANY
(AN INDIRECTLY WHOLLY-OWNED SUBSIDIARY OF LAFARGE, S.A.)
CONSOLIDATED BALANCE SHEET

(in thousands)

	September 30, 1998 (Unaudited)
Current assets:	
Cash	$ 3,655
Intercompany cash balances	--
Accounts receivable trade, net	22,289
Inventory	15,368
Deferred tax assets	3,313
Other current assets	1,237
Total current assets	45,862
Property, plant and equipment, net	83,670
Land held for development or sale	28,250
Other assets	10,219
TOTAL ASSETS	$168,001
Current liabilities:	
Accounts payable, trade	$ 12,274
Accrued expenses	12,938
Current portion of long-term debt with affiliates	5,000
Current portion of notes payable	100
Total current liabilities	30,312
Deferred tax liabilities	22,090
Notes payable	--
Long-term debt with affiliates	57,000
Other long-term liabilities	4,895
Total liabilities	114,297
Commitments and contingencies (Note 3)	
Shareholder's equity:	
Common stock issued and outstanding 100 shares with no par value, authorized 100,000 shares	10
Additional paid in capital	21,971
Retained earnings	31,723
Total shareholder's equity	53,704
TOTAL LIABILITIES AND SHAREHOLDER'S EQUITY	$168,001

REDLAND STONE PRODUCTS COMPANY
(AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF LAFARGE, S. A.)
CONSOLIDATED STATEMENT OF OPERATIONS
FOR THE NINE MONTH PERIODS ENDED SEPTEMBER 30, 1998 AND 1997
(unaudited)

(in thousands)

	Nine Months Ended September 30, 1998	Nine Months Ended September 30, 1997
Revenues	$ 121,166	$ 112,837
Less: Freight	21,620	19,212
Net revenues	99,546	93,625
Cost of goods sold	77,525	75,601
Gross profit	22,021	18,024
Selling, general and administrative expense	7,004	7,001
Income from operations	15,017	11,023
Other (income) expense:		
Interest, net	3,496	3,459
Other, net	(883)	(489)
Total other expense	2,613	2,970
Income before income taxes	12,404	8,053
Provision for income taxes	4,532	2,810
Net income	$ 7,872	$ 5,243

REDLAND STONE PRODUCTS COMPANY
(AN INDIRECTLY WHOLLY-OWNED SUBSIDIARY OF LAFARGE, S.A.)
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE NINE MONTH PERIODS ENDED SEPTEMBER 30, 1998 AND 1997
(unaudited)

(in thousands)

	Nine Months Ended September 30, 1998	Nine Months Ended September 30, 1997
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 7,872	$ 5,243
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation, depletion and amortization	9,326	8,999
Provision for bad debts	135	135
Provision for inventory reserve	(151)	(78)
Gain on disposal of property plant and equipment	(674)	(261)
Deferred tax provision (benefit)	(1,803)	(2,603)
Change in assets and liabilities, net of effects from acquisitions		
Receivables	(4,053)	(5,042)
Due from affiliates	221	(108)
Inventories	177	2,097)
Prepaid expenses and other assets	(3,114)	(3,097)
Accounts payable, trade and accrued expenses	(2,022)	(429)
Accrued liabilities	(2,354)	2,869
Other non-current liabilities	(98)	1,145
Net cash provided by operating activities	3,462	8,880
CASH FLOWS FROM INVESTING ACTIVITIES:		
Additions of property plant and equipment	(4,456)	(5,720)
Additions of land held for development or sale	(92)	(66)
Proceeds from sale of property and equipment	1,554	271
Net cash used in investing activities	(2,994)	(5,515)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issuance of debt with affiliates	--	20,000
Principal repayments on long-term debt with affiliates	(33,000)	--
Change in intercompany cash balances	33,122	8,955
Principal repayments on notes payable	(100)	(200)
Payment of dividend	--	(30,000)
Net cash provided by (used in) financing activities	22	(1,245)
Net increase in cash	490	2,120
Cash at beginning of year	3,165	399
Cash at September 30, 1998	$ 3,655	$ 2,519

REDLAND STONE PRODUCTS COMPANY
(AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF LAFARGE, S. A.)
NOTES TO UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 1998
(AMOUNTS IN THOUSANDS)

NOTE 1: BASIS OF PRESENTATION

The financial statements as of September 30, 1998 are unaudited and reflect all adjustments which are, in the opinion of management, necessary for a fair presentation of the financial position of Redland Stone Products Company (the "Company") as of September 30, 1998 and 1997, and the results of operations and cash flows for the periods presented. Such adjustments are of a normal and recurring nature. The results of operations for the nine-month period may not necessarily be indicative of the operating results for a full year or of future operations. These unaudited financial statements should be read in conjunction with consolidated financial statements and notes thereto included in the Company's audited financial statements for the fiscal year ended December 31, 1997.

NOTE 2: ACQUISITION BY MARTIN MARIETTA MATERIALS, INC.

The Company had been an indirect wholly-owned subsidiary of Redland PLC (Redland) since 1989 and had been a majority owned subsidiary since 1983. In late 1997, Redland, including the Company, was acquired by Lafarge, S. A. (Lafarge). In early 1998, Lafarge determined that it would divest the Company. Effective December 4, 1998, the Company was acquired by Martin Marietta Materials. As a result of these transactions, the Company's due from affiliates was used to reduce long term debt with affiliates to a balance of $70 million in May 1998. In August 1998, The Company reduced its long term debt with affiliates to a balance of $62 million with cash from operations. In a subsequent transaction on November 25, 1998 the Company issued 32 shares of its common stock to Redland International Limited in exchange for $66 million. The proceeds were used to repay the remaining long term debt with affiliates and related accrued interest.

NOTE 3: VENDOR DISPUTE

In 1997, the Company settled a dispute with a vendor that resulted in a payment during 1998 of $2.4 million to the Company, which is included as a reduction in cost of goods sold for the nine months ended September 30, 1998.

NOTE 4: MINING AGREEMENT

In July 1998, the Company entered into an agreement to mine approximately 535 acres of property. This agreement provides that the Company will pay 25 cents per ton of aggregate mined. The Company will be given credit for the aggregate inventory on hand at the beginning of the mining period. In conjunction with this transaction the Company had incurred $3.4 million in related costs that were recorded as an other asset at September 30, 1998. This asset will be amortized based on the tons sold from the property.

UNAUDITED PRO FORMA COMBINED CONDENSED FINANCIAL STATEMENTS

The following unaudited pro forma combined condensed financial statements have been prepared by the management of Martin Marietta Materials, Inc. (the "Corporation"), from the Corporation's historical consolidated financial statements and from the historical financial statements of Redland Stone Products Company ("Redland Stone") which are included in this Current Report on Form 8-K/A. The unaudited pro forma combined condensed statements of earnings reflect adjustments as if the transaction had occurred on January 1, 1997. The unaudited pro forma combined condensed balance sheet reflects adjustments as if the transaction had occurred on September 30, 1998. See "Note 1 - Basis of Presentation." The pro forma adjustments described in the accompanying notes are based upon preliminary estimates and certain assumptions that management of the Corporation believes are reasonable in the circumstances.

The unaudited pro forma combined condensed financial statements are not necessarily indicative of what the financial position or results of operations actually would have been if the transaction had occurred on the applicable dates indicated. Moreover, they are not intended to be indicative of future results of operations or financial position. The unaudited pro forma combined condensed financial statements should be read in conjunction with the historical consolidated financial statements of the Corporation and the related notes thereto which are included in the Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 1998, which was filed with the Securities and Exchange Commission (the "Commission") on November 16, 1998, and in the Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 1997, which was filed with the Commission on March 27, 1998. In addition, the unaudited pro forma combined condensed financial statements should be read in conjunction with the historical financial statements of Redland Stone which are included in this Current Report on Form 8-K/A.

UNAUDITED PRO FORMA COMBINED
CONDENSED STATEMENT OF EARNINGS
(Dollars in Thousands)

	For The Nine Months Ended September 30, 1998			
	Martin Marietta	Redland Stone	Pro Forma Adjustments	Pro Forma Combined
Net sales	$ 776,717	$ 99,546	$ (2,990)(2d)	$873,273
Cost of sales	568,173	77,525	(4,889)(2d) 4,161 (2g) 541 (2f)	645,511
Gross profit	208,544	22,021	(2,803)	227,762
Selling, general & administrative expense	59,879	7,004	(1,262) (2d)	65,621
Research and development	2,492	--	--	2,492
Earnings from operations	146,173	15,017	(1,541)	159,649
Interest expense	(17,085)	(3,496)	12,600 (2e) (3,496) (2d)	(29,685)
Other income (expenses), net	75	883	--	958
Earnings before taxes on income	129,163	12,404	(10,645)	130,922
Taxes on income	(44,264)	(4,532)	(2,594)(2h)	(46,202)
Net earnings	$ 84,899	$ 7,872	$ (8,051)	$ 84,720
Net earnings per share - Basic	$1.83	N/A		$1.83
- Diluted	$1.82	N/A		$1.81
Average number of common shares outstanding				
- Basic	46,410,052	N/A		46,410,052
- Diluted	46,695,694	N/A		46,695,694

See accompanying notes.

UNAUDITED PRO FORMA COMBINED
CONDENSED STATEMENT OF EARNINGS
(Dollars in Thousands)

	For The Nine Months Ended September 30, 1997			
	Martin Marietta	Redland Stone	Pro Forma Adjustments	Pro Forma Combined
Net sales	$ 662,070	$ 93,625	$ (2,645)(2d)	$ 753,050
Cost of sales	486,503	75,601	(4,360)(2d) 4,161 (2g) 487 (2f)	562,392
Gross profit	175,567	18,024	(2,933)	190,658
Selling, general & administrative expense	50,486	7,001	(1,951) (2d)	55,536
Research and development	2,323	--	--	2,323
Earnings from operations	122,758	11,023	(982)	132,799
Interest expense	(11,380)	(3,459)	12,600 (2e) (3,459) (2d)	(23,980)
Other income (expenses), net	5,230	489	--	5,719
Earnings before taxes on income	116,608	8,053	(10,123)	114,538
Income tax expense	(41,058)	(2,810)	(2,385) (2h)	(41,483)
Net earnings	$ 75,550	$ 5,243	$ (7,738)	$ 73,055
Net earnings per share - Basic	$1.64	N/A		$ 1.58
- Diluted	$1.63	N/A		$ 1.58
Average number of common shares outstanding				
- Basic	46,092,078	N/A		46,092,078
- Diluted	46,189,742	N/A		46,189,742

See accompanying notes.

UNAUDITED PRO FORMA COMBINED
CONDENSED STATEMENT OF EARNINGS
(Dollars in Thousands)

	For The Year Ended December 31, 1997				
	Martin Marietta	Redland Stone	Pro Forma Adjustments		Pro Forma Combined
Net sales	$ 900,863	$ 121,136	$ (3,540)	(2d)	$1,018,459
Cost of sales	665,594	97,238	(5,826)	(2d)	763,192
			5,547	(2g)	
			639	(2f)	
Gross profit	235,269	23,898	(3,900)		255,267
Selling, general & administrative expense	69,093	9,919	(2,601)	(2d)	76,411
Research and development	3,406	--	--		3,406
Earnings from operations	162,770	13,979	(1,299)		175,450
Interest expense	(16,899)	(4,735)	16,800	(2e)	(33,699)
			(4,735)	(2d)	
Other income (expenses), net	5,341	583	--		5,924
Earnings before taxes on income	151,212	9,827	(13,364)		147,675
Income tax expense	(52,683)	(3,429)	(3,127)	(2h)	(52,985)
Net earnings	$ 98,529	$ 6,398	$ (10,237)		$ 94,690
Net earnings per share - Basic	$2.14	N/A			$2.05
- Diluted	$2.13	N/A			$2.05
Average number of common shares outstanding					
- Basic	46,121,775	N/A			46,121,775
- Diluted	46,237,821	N/A			46,237,821

See accompanying notes.

UNAUDITED PRO FORMA COMBINED
CONDENSED BALANCE SHEET
(Dollars in Thousands)

	September 30, 1998			
	Martin Marietta	Redland Stone	Pro Forma Adjustments	Pro Forma Combined
ASSETS				
Current Assets:				
Cash and cash equivalents	$ 12,195	$ 3,655	$ (3,655)(2a)	$ 12,195
Accounts receivable, net	193,936	22,289	601 (2c)	216,826
Inventories, net	145,947	15,368	(3,259)(2c)	158,056
Deferred income tax benefit	17,539	3,313	(3,313)(2a) 5,220 (2c)	22,759
Other current assets	4,164	1,237	431 (2c)	5,832
Total Current Assets	373,781	45,862	(3,975)	415,668
Property, plant and equipment, net	634,241	111,920	11,699 (2c)	757,860
Other noncurrent assets	46,169	10,219	(9,494)(2a) (568)(2c)	46,326
Costs in excess of net assets acquired	182,197	--	166,421 (2c)	348,618
Total Assets	$1,236,388	$168,001	$164,083	$1,568,472

See accompanying notes.

UNAUDITED PRO FORMA COMBINED
CONDENSED BALANCE SHEET
(Dollars in Thousands)

	September 30, 1998			
	Martin Marietta	Redland Stone	Pro Forma Adjustments	Pro Forma Combined
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current liabilities	$ 148,257	$ 30,312	$ (5,000)(2a) (9,556)(2c)	$ 164,013
Long-term debt, less current maturities	313,720	57,000	(57,000)(2a) 274,500 (2b)	588,220
Other noncurrent liabilities	80,643	4,895	(1,787)(2c) 8,000 (2c)	91,751
Deferred taxes liabilities	51,974	22,090	(22,090)(2a) 30,720 (2c)	82,694
Total Liabilities	594,594	114,297	217,787	926,678
Total Shareholders' Equity	641,794	53,704	(121,332)(2c) 67,628 (2a)	641,794
Total Liabilities and Shareholders' Equity	$1,236,388	$168,001	$ 164,083	$1,568,472

See accompanying notes.

NOTES TO UNAUDITED PRO FORMA COMBINED CONDENSED FINANCIAL STATEMENTS

1. BASIS OF PRESENTATION

The accompanying unaudited pro forma combined condensed statements of earnings present the historical results of operations of the Corporation and Redland Stone for the nine months ended September 30, 1998 and 1997, and for the year ended December 31, 1997, with pro forma adjustments as if the transaction had taken place on January 1, 1997. The unaudited pro forma combined condensed balance sheet presents the historical balance sheets of the Corporation and Redland Stone as of September 30, 1998, with pro forma adjustments as if the transaction had been consummated as of September 30, 1998, in a transaction accounted for as a purchase in accordance with generally accepted accounting principles.

Certain reclassifications have been made to the historical financial statements of the Corporation and Redland Stone to conform to the pro forma combined condensed financial statement presentation.

2. PRO FORMA ADJUSTMENTS

The following adjustments give pro forma effect to the transaction (Dollars in Thousands):

(a) To reflect excluded assets and liabilities at closing. The Corporation did not assume the long-term indebtedness of Redland Stone.

(b) To record the cash consideration:

Payment of cash which was financed by long-term borrowings assuming a 6% effective interest rate on $280,000,000.

(c) To adjust the acquired assets and assumed liabilities to their estimated fair values, including the recording of the cost in excess of net assets acquired of approximately $166.4 million. Included in this adjustment is a provision for estimated transaction costs and other assumed liabilities of approximately $8 million.

(d) To reflect adjustments for various items which would not have been incurred or earned by Redland Stone if the transaction had occurred on January 1, 1997 and 1997. These items include amortization of intangible assets, allocated overhead charges, cost of sales adjustments, selling, general and administrative expenses, interest expense, and elimination of the profit of the lime business which was not acquired from Redland Stone.

(Continued)

NOTES TO UNAUDITED PRO FORMA
COMBINED CONDENSED FINANCIAL STATEMENTS

2. PRO FORMA ADJUSTMENTS (continued)

(e) Adjustments which represent additional estimated interest expense resulting from the use of borrowings to finance the transaction.

(f) Adjustment for additional depletion expense (unit-of-production method) on the net step-down of mineral reserves to fair value. Such depletion expense is subject to possible adjustment resulting from completion of the valuation analyses.

(g) To record the amortization of the cost in excess of acquired net assets over an estimate life of 30 years. Such amortization expense is subject to possible adjustment resulting from completion of valuation analyses and final post-closing adjustments.

(h) To reflect the tax effect, using a 40% statutory rate, on the net pro forma adjustments.

The pro forma combined condensed statements of earnings do not reflect the total cost savings or economies of scale that the Corporation's management believes would have been achieved had the transaction occurred on January 1, 1997.

EXHIBIT 23.0

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Prospectus constituting part of the Registration Statement on Form S-3 (No. 33-99082), to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 33-83516 and 333-15429), and to the incorporation by reference in the Registration Statement on Form S-4 (filed on February 4, 1999) of Martin Marietta Materials, Inc. of our report dated July 30, 1998 relating to the consolidated financial statements of Redland Stone Products Company which appears in the Current Report on Form 8-K/A of Martin Marietta Materials, Inc. dated February 17, 1999.

PricewaterhouseCoopers LLP
Philadelphia, PA
February 15, 1999