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---- Explanation  
of Responses:

(1) Non-qualified stock option award granted under the Martin Marietta Materials, Inc. Amended and Restated Stock-Based Award Plan. Options become exercisable in three equal annual installments commencing one year from the date of grant.

(\*) Intentional misstatements or omissions of facts constitute Federal Criminal /s/ Daniel G. Shephard 9-5-01 Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). -----  
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---- Signature  
of Reporting  
Person(\*) Date  
Note. File three  
copies of this  
form, one of  
which must be  
manually signed.  
Daniel G.  
Shephard Page 2  
If space  
provided is  
insufficient,  
see Instruction  
6 for procedure.  
(Print or Type  
Responses)