THE SHELLY COMPANY AND SUBSIDIARIES RETIREMENT PLAN
NOTICE TO INTERESTED PERSONS

You are hereby notified that a written submission has been filed on behalf of the Shelly Company and Subsidiaries Retirement Plan (the "Shelly Plan") with the United States Department of Labor (the "Department"). We are seeking authorization, pursuant to class exemption 96-62 ("PTCE 96-62"), 61 FR 39988, July 31, 1996, as amended by 67 FR 44622, July 3, 2002, that the sanctions, resulting from the application of section 406 of the Employee Retirement Income Security Act of 1974 ("ERISA") and section 4975 of the Internal Revenue Code of 1986, as amended (the "Code"), do not apply to the proposed transactions (the "Proposed Transactions") described below.

The submission has met the requirements for tentative authorization under PTCE 96-62.

If the Proposed Transactions are authorized by the Department, pursuant to PTCE 96-62, the restrictions of section 406(a)(1)(A), (b)(1) and (b)(2) of ERISA and the sanctions resulting from the application of section 4975 of the Code, by reason of section 4975(c)(1)(A), (D), (E) and (F) of the Code, shall not apply to the proposed cash sale by the Shelly Plan to Oldcastle Materials, Inc. ("Oldcastle Materials"), a party in interest with respect to the Shelly Plan, of all the interests of the Shelly Plan in the GS Capital Partners 2000 L.P. (the "2000 LP") and the GS Capital Partners V Institutional, L.P. (the "2005 LP") (together, the "LPs").

The authorization is subject to the following conditions:

- The terms and conditions of the Proposed Transactions are at least as favorable to the Shelly Plan as those obtainable in arms-length transactions with an unrelated party.

- The Proposed Transactions are one-time transactions for cash.

- As consideration on the date of the sale, the Shelly Plan will receive a sale price which is the greater of (1) the fair market value of its interests in each LP, as determined by Willamette Management Associates, Inc. ("Willamette"), a qualified, independent appraiser; or (2) the most recent book value of each interest in the LPs as determined by Goldman Sachs, the General Partner of the LPs.

- The Shelly Plan will suffer no loss as a result of its acquisition and holding of the interests, taking into account all cash distributions received by the Shelly Plan as a result of owning the limited partnership interests

- The Shelly Plan pays no commissions, costs or other expenses in connection with the Proposed Transactions.

- The Shelly Retirement Plan Committee (i.e., the Shelly Plan fiduciary) has reviewed and approved the methodology used by Willamette, will ensure that such methodology is properly applied in determining the fair market value of the LPs and will determine immediately, prior to the sale, that it is prudent to go forward with the Proposed Transactions.

- The Proposed Transactions will be consummated within four (4) months of the date of Department of Labor authorization.

GENERAL BACKGROUND

The applicant represents that the Proposed Transactions are in the interests of the Plan because it will: (1) allow the Shelly Plan to dispose of illiquid investments; (2) enable the Shelly Company ("Shelly"), the Shelly Plan Sponsor, to consummate the merger of the Shelly Plan with the Oldcastle Materials, Inc. Retirement Savings Plan (the "Materials Plan"); (3) enable employee investment direction with respect to the proceeds from the Proposed Transactions; and (4) accommodate daily valuations and transfers via a 24-hour telephone service and web-based system of the proceeds from the Proposed Transactions.

The Shelly Company, an Ohio corporation which maintains its principal place of business in Thornville, Ohio, is a wholly-owned subsidiary of Oldcastle Materials, which maintains its principal place of business in Atlanta, Georgia. The Shelly Company is a supplier of aggregates, asphalt, ready mix concrete and paving services. The Shelly Company established the Shelly Plan on February 19, 1970. The Shelly Plan was frozen to new participants and contributions on December 31, 2009, and all employees who were participants in the Shelly plan became eligible to participate in the Materials Plan. The Shelly Company desires to merge the Shelly Plan with the Materials Plan. However, in order to complete the merger, the Shelly Plan must sell its interests in the LPs. There is a limited market for selling the LP investments. Goldman Sachs maintains an exchange for selling the LP interests, but the Shelly Plan would likely be able to sell the investments on this exchange for only approximately 65% of their current book value, thereby resulting in a loss to the participants. Therefore, Oldcastle Materials has proposed to purchase the Shelly Plan's interests in the LPs for the greater of the book value (as reflected on the most recent quarterly statements of the LPs) or the fair market value (determined by a qualified independent appraiser) at the time of the sale.

The Proposed Transactions will involve the sale of all the interests in the LPs held by the Shelly Plan to Oldcastle Materials. Such LP interests represent approximately 6.04% of the Shelly Plan's assets.

As stated in their respective Financial Statements, the LPs were formed for the purpose of investing in equity, equity-related and debt securities primarily acquired in privately-negotiated transactions, leveraged acquisitions, reorganizations and other equity transactions. Through these activities, the LPs sought to provide the partners with long-term capital gains.

In April, 2000, the Shelly Retirement Plan Committee (the "Shelly Committee") committed $10 million of Shelly Plan assets to invest in the 2000 Fund. The Shelly Committee believed that the investment provided the potential for a significant rate of return and provided diversification for the Shelly Plan. As of the September 30, 2010 Goldman Sachs quarterly statement, the Shelly Plan had received $16,355,255 in distributions from the 2000 Fund, and its remaining capital balance in the 2000 Fund was $4,503,132. Willamette, a qualified independent appraiser, determined that the fair market value of the Shelly Plan's interest in the 2000 LP, as of September 30, 2010, was $2,756,000.[1] Oldcastle Materials intends to purchase the Plan's interest in the 2000 LP for the greater of (1) the book value as reflected on the most recent quarterly statement or (2) the fair market value, determined at the time of the sale. As of the March 31, 2011 quarterly statement (the most recent statement available at the time of this Notice), the 2000 LP had made distributions to the Shelly Plan totaling $18,114,791, and the book value of the 2000 LP interest was $2,675,932. Based on the March 31, 2011 quarterly statement, the Shelly Plan would receive a total of $20,720,652 for its $10 million investment. Therefore, the gain to the Plan on this investment would be $10,720,652, which includes all acquisition and holding costs. The applicant represents that there is no remaining capital commitment, and also that the book value will not be reduced by distributions from the LP made to the Shelly Plan between the date of the last quarterly statement and the date of the sale. Thus, based on the foregoing information, the Shelly Plan will suffer no loss as a result of the sale of the 2000 LP to Oldcastle Materials.

In April, 2005, the Shelly Committee committed $2.5 million of the Shelly Plan assets to invest in the 2005 Fund. As with the 2000 investment, the Shelly Committee believed that the investment provided the potential for a significant rate of return and provided diversification for the Shelly Plan. As of the September 30, 2010 Goldman Sachs quarterly statement, the Shelly Plan had received $1,359,600 in distributions from the 2000 Fund, and its remaining capital balance in the 2005 Fund was $2,634,367. As of September 30, 2010, the Shelly Plan had contributed $2,416,213 to the 2005 Fund, and had a remaining capital commitment of $83,787. Willamette determined that the fair market value of the Shelly Plan's interest in the 2005 LP as of September 30, 2010, was $1,503,000.[2] Oldcastle Materials intends to purchase the Plan's interest in the 2005 LP for the greater of (1) the book value as reflected on the most recent quarterly statement or (2) the fair market value, determined at the time of the sale, and to assume the Shelly Plan's remaining capital contribution obligation. Based on the March 31, 2011 quarterly financial statement (the most recent statement available at the time of this Notice), the 2005 LP had made distributions to the Shelly Plan totaling $1,863,401, and the book value of the 2005 LP interest was $2,532,997. Therefore, the gain to the Plan on this investment would be $1,980,185, which includes all acquisition and holding costs, and Oldcastle Materials would assume the Shelly Plan's capital commitment of $83,787. The applicant represents that the book value will not be reduced by distributions from the LP made to the Shelly Plan between the date of the last quarterly statement and the date of sale. Thus, based on the foregoing information, the Shelly Plan will suffer no loss as a result of the sale of the 2005 LP to Oldcastle Materials.

The applicant is bearing the costs of the request for authorization, the appraisal of the LPs, and the notification of interested persons. With respect to the appraisal, the applicant represented that Willamette is not related to and has no interest in the applicant or its affiliates, and that less than 1% of Willamette’s gross annual income is derived from the applicant or its affiliates.

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[1] Willamette Management will update the fair market value of the 2000 LP interest at the time of the transaction.
[2] Willamette Management will update the fair market value of the 2005 LP interest at the time of the transaction.

PTCE 96-62 SUBMISSION REQUIREMENTS

The Shelly Plan will incur no fees, commissions or other costs in connection with the sale of the LP interests. Thus, it is represented that the Proposed Transaction will pose little, if any, risk of abuse or loss to the participants and beneficiaries of the Shelly Plan. The only potential risk of loss is if Goldman Sachs has undervalued the LPs in the financial statements which would result in Oldcastle Materials paying less than the LPs are worth.

The Company has identified as substantially similar to the Proposed Transactions, the following individual exemptions granted by the Department:

- Prohibited Transaction Exemption 2009-04 – Heico Holding Inc. Pension Plan, 74 FR 8570 (February 25, 2009).

- Prohibited Transaction Exemption 2010-23 - Carle Foundation Hospital & Affiliates Pension Plan, 75 FR 47637, (August 6, 2010).

- Prohibited Transaction Exemption 2001-40; Sierra Health Services, Inc. Profit Sharing Plan, 66 FR 53449, (October 22, 2001).

As a person who may be affected by the Proposed Transaction, you have the right to comment on the Proposed Transaction. Written comments should be addressed to:

Office of Exemption Determinations
Employee Benefits Security Administration
U.S. Department of Labor
200 Constitution Ave., NW
Room N-5649
Washington, D.C. 20210
Attention: Breyana Penn
Submission No. E-00670

Comments may also be submitted by facsimile to (202) 219-0204 or by e-mail to penn.breyana@dol.gov.

The comment period will close on September 19, 2011. Final Authorization of the proposed transaction will not occur until the Department reviews all comments received in response to this notice.