

Virginia Holdco, Inc.
Form S-4/A
July 06, 2007

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As filed with the Securities and Exchange Commission on July 6, 2007

Registration No. 333-142060

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Amendment No. 2

To

Form S-4

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

VIRGINIA HOLDCO, INC.

(Exact name of Registrant as specified in its charter)

New Jersey

*(State or other jurisdiction of
incorporation or organization)*

1400

*(Primary Standard Industrial
Classification Code Number)*

20-8579133

*(I.R.S. Employer
Identification No.)*

**c/o Vulcan Materials Company
1200 Urban Center Drive
Birmingham, Alabama 35242
205-298-3000**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**William F. Denson, III, Esq.
Vice President and Secretary
Virginia Holdco, Inc.
c/o Vulcan Materials Company
1200 Urban Center Drive
Birmingham, Alabama 35242
205-298-3000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

<p>John D. Milton, Jr., Esq. Florida Rock Industries, Inc. 155 East 21st Street Jacksonville, Florida 32206 904-355-1781</p>	<p>Thomas A. Roberts, Esq. Raymond O. Gietz, Esq. Weil, Gotshal & Manges LLP 767 Fifth Avenue New York, New York 10154 212-310-8000</p>	<p>Daniel B. Nunn Jr., Esq. McGuireWoods LLP Bank of America Tower 50 North Laura Street, Suite 3300 Jacksonville, Florida 32202 904-360-6339</p>	<p>Edward D. Herlihy, Esq. Igor Kirman, Esq. Wachtell, Lipton, Rosen & Katz 51 West 52nd Street New York, New York 10019 212-403-1000</p>
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Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this Registration Statement becomes effective and all other conditions to the proposed mergers described herein have been satisfied or waived.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(3)
Common Stock, par value \$0.01 per share	13,087,491	Not Applicable	\$1,441,008,865	\$45,000

(1) The number of shares of common stock, par value \$0.01 per share, of the registrant (Holdco Common Stock) being registered is based upon the product obtained by multiplying (i) 69,245,981 shares of common stock, par value \$0.10 per share, of Florida Rock Industries, Inc. (Florida Rock Common Stock) estimated to be outstanding immediately prior to the Florida Rock merger (including 3,296,644 shares of Florida Rock common stock subject to options exercisable prior to the expected closing of the Florida Rock merger), by (ii) 30% (being the maximum number of shares of Florida Rock Common Stock convertible into shares of Holdco Common

Stock), by (iii) the exchange ratio of 0.63.

- (2) Pursuant to Rules 457(f)(1) and 457(c) under the Securities Act of 1933, as amended (the Securities Act) and solely for the purpose of calculating the registration fee, the proposed maximum aggregate offering price is equal to (i) the product obtained by multiplying (a) \$67.71 (the average of the high and low prices of Florida Rock Common Stock on April 11, 2007), by (b) 69,245,981 shares of Florida Rock Common Stock (estimated number of shares of Florida Rock Common Stock to be cancelled in the Florida Rock merger), minus (ii) \$3,247,636,509 (the estimated amount of cash to be paid by the registrant to Florida Rock s shareholders in the Florida Rock merger).
- (3) Previously paid.

The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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The information in this proxy statement/prospectus is not complete and may be changed. We may not sell the securities offered by this proxy statement/prospectus until the registration statement filed with the Securities and Exchange Commission is effective. This proxy statement/prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities in any jurisdiction where an offer or solicitation is not permitted.

SUBJECT TO COMPLETION DATED JULY 6, 2007

**TO THE SHAREHOLDERS OF
FLORIDA ROCK INDUSTRIES, INC.**

FLORIDA ROCK MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT

Dear Shareholder,

After careful consideration, the board of directors of Florida Rock Industries, Inc. (Florida Rock), by a unanimous vote of directors voting, has adopted an agreement and plan of merger with Vulcan Materials Company (Vulcan). As part of the transaction, Florida Rock and Vulcan will become subsidiaries of Virginia Holdco, Inc., a new holding corporation (Holdco), and Florida Rock common shareholders will have the right to elect to receive either \$67.00 in cash, without interest, or 0.63 of a share of Holdco common stock for each share of Florida Rock common stock that they own. The elections are subject to proration so that, in the aggregate, 70% of all outstanding shares of Florida Rock common stock will be exchanged for cash and 30% of all outstanding shares of Florida Rock common stock will be exchanged for shares of Holdco common stock. In addition, Vulcan common shareholders will receive one share of Holdco common stock for each share of Vulcan common stock that they own. Approximately 13,034,069 shares of Holdco common stock will be issued in the merger in exchange for shares of Florida Rock common stock. Upon completion of the transaction, we estimate that Florida Rock s former shareholders will own approximately 12%, and former Vulcan shareholders will own approximately 88%, of the common stock of Holdco. The common stock of Holdco is expected to be listed on the New York Stock Exchange under Vulcan s current ticker symbol, VMC, Vulcan is expected to be renamed VMC Corp. and Holdco is expected to be renamed Vulcan Materials Company after the closing of the transaction.

Florida Rock will hold a special meeting of shareholders at which we will ask our shareholders to approve the merger agreement. Information about this meeting and the transaction is contained in this proxy statement/prospectus. **In particular, see Risk Factors beginning on page 14.** We urge you to read this proxy statement/prospectus, and the documents incorporated by reference into this proxy statement/prospectus, carefully and in their entirety.

The approval of the merger agreement requires the affirmative vote of a majority of the outstanding shares of Florida Rock common stock. No vote of Vulcan shareholders is required in order to approve the merger agreement. Pursuant to a support agreement with certain members and affiliates of the Baker family, such members and affiliates of the Baker family have agreed to vote certain of the shares of Florida Rock common stock beneficially owned by them, representing approximately 9.9% of the outstanding shares of Florida Rock common stock, in favor of the approval of the merger agreement.

Whether or not you plan to attend the special meeting, please vote as soon as possible to make sure that your shares are represented at that meeting. If you do not vote, it will have the same effect as voting against the merger proposal.

The Florida Rock board of directors unanimously recommends (with the undersigned, Edward L. Baker and Thompson S. Baker II abstaining) that you vote FOR the approval of the merger agreement.

Sincerely,

/s/ John D. Baker II
John D. Baker II
President and Chief Executive Officer
Florida Rock Industries, Inc.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued under this proxy statement/prospectus or determined if this proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

This proxy statement/prospectus is dated _____, 2007, and is first being mailed to shareholders of Florida Rock on or about _____, 2007.

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**FLORIDA ROCK INDUSTRIES, INC.
155 East 21st Street, Jacksonville, Florida 32206**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD , 2007**

To the Shareholders of Florida Rock Industries, Inc.:

A special meeting of the shareholders of Florida Rock Industries, Inc. will be held at , on , 2007 at a.m., local time, for the following purposes:

1. to consider and vote upon the approval of the Agreement and Plan of Merger, dated as of February 19, 2007, as amended on April 9, 2007, by and among Vulcan Materials Company, a New Jersey corporation, Florida Rock Industries, Inc., a Florida corporation, Virginia Holdco, Inc., a New Jersey corporation, Virginia Merger Sub, Inc., a New Jersey corporation, and Fresno Merger Sub, Inc., a Florida corporation;
2. to consider and vote upon an adjournment of the special meeting, if necessary or appropriate, to permit further solicitation of proxies if there are not sufficient votes at the special meeting to approve the first proposal described above; and
3. to transact such other business as may properly come before the special meeting and any adjournment or postponement thereof.

We have included a copy of the Agreement and Plan of Merger as Annex A to the accompanying proxy statement/prospectus. The proxy statement/prospectus further describes the matters to be considered at the special meeting.

The approval of the merger agreement requires the affirmative vote of a majority of the outstanding shares of Florida Rock common stock. Pursuant to a support agreement with certain members and affiliates of the Baker family, such members and affiliates of the Baker family have agreed to vote certain of the shares of Florida Rock common stock beneficially owned by them, representing approximately 9.9% of the outstanding shares of Florida Rock common stock, in favor of the approval of the merger agreement. The affirmative vote of a majority of the votes cast at the special meeting is required to approve the adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies.

The board of directors of Florida Rock unanimously (with Edward L. Baker, John D. Baker II and Thompson S. Baker II abstaining) recommends that you vote FOR the approval of the Agreement and Plan of Merger at the special meeting and FOR the approval of the adjournment of the meeting, if necessary or appropriate, to solicit additional proxies.

Only shareholders of record at the close of business on , 2007 will be entitled to notice of and to vote at the special meeting and any adjournments or postponements thereof. To vote your shares, please complete and return the enclosed proxy card or voting instruction card, or, if available, submit your voting instruction by telephone or through the Internet. You may also cast your vote in person at the special meeting. Please vote promptly whether or not you expect to attend the special meeting.

By Order of the Board of Directors,

/s/ John D. Milton, Jr.

John D. Milton, Jr.
Executive Vice President
Treasurer and Chief Financial Officer

, 2007

PLEASE VOTE YOUR SHARES PROMPTLY.

YOU CAN FIND INSTRUCTIONS FOR VOTING ON THE ENCLOSED PROXY CARD OR VOTING INSTRUCTION CARD. IF YOU HAVE QUESTIONS ABOUT THE PROPOSALS OR ABOUT VOTING YOUR SHARES, PLEASE CALL D.F. KING & CO., INC. AT (212) 269-5550 COLLECT OR (800) 347-4750 TOLL FREE.

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REFERENCES TO ADDITIONAL INFORMATION

This proxy statement/prospectus incorporates important business and financial information from other documents that are not included in or delivered with this proxy statement/prospectus. This information is available to you without charge upon your written or oral request. You can obtain those documents incorporated by reference in this proxy statement/prospectus or other information about the companies that is filed with the Securities and Exchange Commission (the SEC) under the Securities and Exchange Act of 1934, as amended (the Exchange Act), by requesting them in writing or by telephone from the appropriate company at the following addresses and telephone numbers:

For information about Vulcan:

By Mail: Vulcan Materials Company
1200 Urban Center Drive
Birmingham, Alabama 35242
Attention: Office of the Secretary

By Telephone: 205-298-3000

For information about Florida Rock:

By Mail: Florida Rock Industries, Inc.
155 East 21st Street
Jacksonville, Florida 32206
Attention: Office of the Secretary

By Telephone: 904-355-1781

IF YOU WOULD LIKE TO REQUEST ANY DOCUMENTS, PLEASE DO SO BY [], 2007 IN ORDER TO RECEIVE THEM BEFORE THE SPECIAL MEETING.

For additional information on documents incorporated by reference in this proxy statement/prospectus, please see [Where You Can Find More Information](#).

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QUESTIONS AND ANSWERS ABOUT THE TRANSACTION

The questions and answers below highlight only selected procedural information from this proxy statement/prospectus. They do not contain all of the information that may be important to you. You should read carefully the entire proxy statement/prospectus and the additional documents incorporated by reference into this proxy statement/prospectus to fully understand the voting procedures for the special meeting and the procedures for making cash and share elections.

Q. What is the proposed transaction for which I am being asked to vote?

- A. You, as a shareholder of Florida Rock Industries, Inc., are being asked to vote to approve at a special meeting an Agreement and Plan of Merger dated as of February 19, 2007, as amended on April 9, 2007, which we refer to in this proxy statement/prospectus as the merger agreement, entered into by and among Vulcan Materials Company, Florida Rock Industries, Inc., Virginia Holdco, Inc., Virginia Merger Sub, Inc. and Fresno Merger Sub, Inc. In this proxy statement/prospectus, we also refer to Vulcan Materials Company as Vulcan, to Florida Rock Industries, Inc. as Florida Rock, and to Virginia Holdco, Inc. as Holdco.

Subject to the terms and conditions of the merger agreement, Virginia Merger Sub, Inc. (a wholly owned subsidiary of Holdco) will merge with and into Vulcan (which we refer to as the Vulcan merger), and Fresno Merger Sub, Inc. (a wholly owned subsidiary of Holdco) will merge with and into Florida Rock (which we refer to as the Florida Rock merger). We refer to the Vulcan merger and the Florida Rock merger together as the mergers, and neither merger will occur unless both do. Vulcan and Florida Rock will survive their respective mergers as wholly owned subsidiaries of Holdco.

You are also being asked to vote to approve the adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the special meeting to approve the merger agreement.

Q. Are Vulcan shareholders being asked to vote on the proposed transaction?

- A. No. No vote of Vulcan shareholders is required to approve the merger agreement.

Q. What will I receive for my Florida Rock shares in the Florida Rock merger?

- A. You may make one of the following elections, or a combination of the two, regarding the type of merger consideration you wish to receive in exchange for your shares of Florida Rock common stock:

a cash election to receive \$67.00 in cash, without interest, for each share of Florida Rock common stock; or

a share election to receive 0.63 of a share of Holdco common stock for each share of Florida Rock common stock.

If you make a cash election or a share election, the form of merger consideration that you actually receive as a Florida Rock shareholder may be adjusted as a result of the proration procedures pursuant to the merger agreement as described in this proxy statement/prospectus under The Mergers Florida Rock Shareholders Making Cash and Share Elections on page 55. These proration procedures are designed to ensure that 30% of Florida Rock shares outstanding immediately prior to the Florida Rock merger are converted into Holdco shares

and 70% of Florida Rock shares outstanding immediately prior to the Florida Rock merger are converted into cash.

Q. How and when do I make a cash election or a share election?

- A. You should carefully review and follow the instructions accompanying the form of election provided together with this proxy statement/prospectus. To make a cash election or a share election, Florida Rock shareholders of record must properly complete, sign and send the form of election and any stock certificates representing their Florida Rock shares to The Bank of New York, the Exchange Agent, at the following address:

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By mail:

The Bank of New York
Florida Rock Industries, Inc.
P.O. Box 859208
Braintree, MA 02185-9208

By overnight courier:

The Bank of New York
Florida Rock Industries, Inc.
161 Bay State Drive
Braintree, MA 02184

By hand:

The Bank of New York
Reorganization Services
101 Barclay Street
Receive and Deliver Window
Street Level
New York, NY 10286

By facsimile transmission:
(for eligible institutions only)

781-930-4903

To confirm facsimile only:

(Tel.) 781-930-4900

Questions regarding the cash or share elections should be directed to D. F. King & Co., Inc., the Information Agent, at 800-347-4750 (banks and brokers call collect: 212-269-5550).

The exchange agent must receive the form of election and any stock certificates representing Florida Rock shares, a book-entry transfer of shares or a guarantee of delivery as described in the instructions accompanying the form of election by the election deadline. **The election deadline will be 5:00 p.m., EDT, on _____, 2007, the date of the special meeting, unless the completion of the Florida Rock merger will occur more than four business days following the date of the special meeting, in which case the election deadline will be extended until two business days before the completion of the Florida Rock merger.** Vulcan and Florida Rock will publicly announce the election deadline at least five business days prior to the anticipated completion date of the Florida Rock merger.

If you own Florida Rock shares in street name through a bank, broker or other nominee and you wish to make an election, you should seek instructions from the financial institution holding your shares concerning how to make your election.

If you are a participant in the Florida Rock Industries, Inc. Profit Sharing and Deferred Earnings Plan or The Arundel Corporation Profit Sharing and Savings Plan and you wish to make an election, you will receive instructions from your plan administrator concerning how to make your election with respect to Florida Rock shares allocated to your account.

Q. Can I elect to receive cash consideration for a portion of my Florida Rock shares and share consideration for my remaining Florida Rock shares?

A. Yes. The form of election allows an election to be made for cash consideration or share consideration for all or any portion of your Florida Rock shares.

Q. Can I change my election after the form of election has been submitted?

A. Yes. You may revoke your election prior to the election deadline by submitting a written notice of revocation to the exchange agent or by submitting new election materials. Revocations must specify the name in which your shares are registered on the stock transfer books of Florida Rock and such other information as the exchange agent may request. If you wish to submit a new election, you must do so in accordance with the election procedures described in this proxy statement/prospectus and the form of election. If you instructed a broker to submit an election for your shares, you must follow your broker's directions for changing those instructions. **Whether you revoke your election by submitting a written notice of revocation or by submitting new election materials, the notice or materials must be received by the exchange agent by the election deadline in order for the revocation to be valid.**

Q. May I transfer Florida Rock shares after an election is made?

A. No. Florida Rock shareholders who have made elections will be unable to sell or otherwise transfer their shares after making the election, unless the election is properly revoked before the election deadline or unless the merger agreement is terminated.

Q. What if I do not send a form of election or it is not received?

A. If the exchange agent does not receive a properly completed form of election from you before the election deadline, together with any stock certificates representing the shares you wish to exchange for cash or shares of Holdco common stock, properly endorsed for transfer, a book-entry transfer of shares or a guarantee of delivery as described in the form of election, then you will have no control over the type of merger consideration you receive. As a result, your Florida Rock shares may be exchanged for cash consideration, share consideration or a combination of cash consideration and share consideration consistent with the proration procedures contained in the merger agreement and described under "The Mergers – Florida Rock Shareholders Making Cash and Share Elections" beginning on page 55. Because the value of the share consideration and cash consideration

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may differ and other shareholders would likely elect the consideration having the higher value, in such a circumstance you would likely receive the consideration having the lower value at the time. **You bear the risk of delivery and should send any form of election by courier or by hand to the appropriate addresses shown in the form of election.**

If you do not make a valid election with respect to the Florida Rock shares you own of record, after the completion of the Florida Rock merger, you will receive written instructions from the exchange agent on how to exchange your Florida Rock stock certificates for the shares of Holdco common stock and/or cash that you are entitled to receive in the Florida Rock merger as a non-electing Florida Rock shareholder.

Q. May I submit a form of election even if I do not vote to approve the merger agreement?

- A. Yes. You may submit a form of election even if you vote against the approval of the merger agreement or abstain with respect to the approval of the merger agreement.

Q. What shareholder approvals are needed for Florida Rock?

- A. Approval of the merger agreement requires the affirmative vote of a majority of the outstanding shares of Florida Rock common stock.

Each holder of Florida Rock common stock is entitled to one vote per share.

As of _____, 2007, the record date for determining shareholders entitled to vote at the special meeting, there were _____ shares of Florida Rock common stock outstanding.

Pursuant to a support agreement with certain members and affiliates of the Baker family, such members and affiliates of the Baker family have agreed to vote certain shares of Florida Rock common stock beneficially owned by them, representing approximately 9.9% of the outstanding shares of Florida Rock common stock, in favor of the approval of the merger agreement.

The affirmative vote of a majority of the votes cast at the special meeting is required to approve the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the meeting to approve the merger agreement.

Q. When and where is the special meeting?

- A. The special meeting will be held at _____, on _____, 2007 at _____ a.m., local time.

Q. What is the recommendation of the Florida Rock Board of Directors?

- A. The Florida Rock Board of Directors unanimously (with Edward L. Baker, John D. Baker II and Thompson S. Baker II abstaining) recommends a vote FOR the approval of the merger agreement and a vote FOR the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies.

Q. Why was the merger agreement amended?

- A. The merger agreement was amended on April 9, 2007, for the purpose of providing that certificates representing shares of Vulcan common stock immediately prior to the Vulcan merger will from and after the Vulcan merger represent the same number of shares of Holdco common stock. Consequently, no new certificates representing

shares of Holdco common stock will be issued in exchange for existing certificates representing shares of Vulcan common stock.

Q. What do I need to do now?

- A. After carefully reading and considering the information contained in this proxy statement/prospectus, please respond by completing, signing and dating your proxy card or voting instruction card and returning it in the enclosed postage-paid envelope, or, if available, by submitting your voting instruction by telephone or through the Internet, as soon as possible so that your shares may be represented and voted at the special meeting. If you hold shares registered in the name of a broker, bank or other nominee, that broker, bank or other nominee has enclosed or will provide a voting instruction card for use in directing your broker, bank or other nominee how to vote those shares.

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Q. Should I send in my stock certificates with my proxy card or my form of election?

- A. **Please DO NOT send your Florida Rock stock certificates with your proxy card.** You should send in your Florida Rock stock certificates to the exchange agent with your form of election.

If you wish to make an election with respect to your Florida Rock shares, prior to the election deadline, you should send your completed, signed form of election together with your Florida Rock stock certificates, properly endorsed for transfer, a book-entry transfer of your Florida Rock shares or a guarantee of delivery to the exchange agent as described in the form of election. If your shares are held in street name, you should follow your broker's instructions for making an election with respect to your shares. If you are a participant in the Florida Rock Industries, Inc. Profit Sharing and Deferred Earnings Plan or The Arundel Corporation Profit Sharing and Savings Plan and you wish to make an election, you will receive instructions from your plan administrator concerning how to make your election with respect to Florida Rock shares allocated to your account.

If you make no election with respect to your Florida Rock shares, after the completion of the Florida Rock merger you will receive a letter of transmittal for you to use in surrendering any Florida Rock stock certificates you have at that time.

Q. If my shares are held in street name by a broker, bank or other nominee, will my broker, bank or other nominee vote my shares for me?

- A. If you hold your shares in street name and do not provide voting instructions to your broker, your shares will not be voted on any proposal on which your broker does not have discretionary authority to vote. Generally, your broker, bank or other nominee does not have discretionary authority to vote on the merger proposal. Accordingly, your broker, bank or other nominee will vote your shares held by it in street name only if you provide instructions to it on how to vote. You should follow the directions your broker, bank or other nominee provides. Shares that are not voted because you do not properly instruct your broker, bank or other nominee will have the effect of votes against the approval of the merger agreement. Broker non-votes will have no effect on the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies.

Q. If I beneficially own Florida Rock shares held pursuant to any Florida Rock Plan, will I be able to vote on approval of the merger agreement and elect whether to receive cash or share consideration?

- A. If your shares are held through the Florida Rock Industries, Inc. Profit Sharing and Deferred Earnings Plan or The Arundel Corporation Profit Sharing and Savings Plan, which we refer to in this proxy statement/prospectus collectively as the Florida Rock Plans, you must instruct your plan administrator on how to vote your shares. If you hold shares through any Florida Rock Plan, your shares in the plan may be voted even if you do not instruct the trustee how to vote, as explained in your voting instructions. Participants in the Florida Rock Industries, Inc. Profit Sharing and Deferred Earnings Plan and The Arundel Corporation Profit Sharing and Savings Plan will be able to direct how they want Florida Rock shares allocated to their accounts as of the record date to be voted and whether they want to elect cash consideration or share consideration to be allocated to their accounts in exchange for each Florida Rock share in their accounts as of the closing date.

Q. What if I don't vote?

- A. If you fail to respond with a vote on the merger proposal, or if you respond and indicate that you are abstaining from voting, it will have the same effect as a vote against the approval of the merger agreement. A non-response or abstention will have no effect with respect to the proposal to adjourn the special meeting, if necessary or

appropriate, to solicit additional proxies. If you respond but do not indicate how you want to vote, your proxy will be counted as a vote in favor of approving the merger agreement and a vote in favor of the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies. If you hold your shares through any Florida Rock Plan, your shares in the plan may be voted even if you do not instruct the trustee how to vote as explained in your voting instructions.

Q. Can I change my vote after I have delivered my proxy?

A. Yes. You can change your vote at any time before your proxy is voted at the special meeting. If you are a holder of record, you can do so by:

filing a written notice of revocation with the Secretary, Florida Rock Industries, Inc., 155 E. 21st Street, Jacksonville, Florida 32206.

submitting a new proxy before the special meeting.

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attending the special meeting and voting in person. Attendance at the special meeting will not in and of itself constitute revocation of a proxy.

For shares held beneficially by you, you may change your vote only by submitting new voting instructions to your broker or nominee. If you submit your voting instruction through the Internet or by telephone, you can change your vote by submitting a voting instruction at a later date, in which case your later-submitted voting instruction will be recorded and your earlier voting instruction will be revoked. If the special meeting is postponed or adjourned, it will not affect the ability of shareholders of record as of the record date to exercise their voting rights or to revoke any previously granted proxy using the methods described above.

Q. What does it mean if I receive more than one proxy card or more than one email instructing me to vote?

A. If you receive more than one proxy card or more than one email instructing you to vote, your shares are registered in more than one name or are registered in different accounts. Please complete, date, sign and return each proxy card, and respond to each email, to ensure that all your shares are voted.

Q. What does it mean if multiple members of my household are shareholders but we received only one set of proxy materials?

A. If you hold shares in street name, in accordance with a notice sent to certain brokers, banks or other nominees, we are sending only one proxy statement/prospectus to an address unless we received contrary instructions from any shareholder at that address. This practice, known as householding, is designed to reduce our printing and postage costs.

Q. Am I entitled to appraisal rights?

A. No. Under the Florida Business Corporation Act (the FBCA), Florida Rock shareholders are not entitled to appraisal rights in connection with the Florida Rock merger.

Q. What are the tax consequences to Florida Rock shareholders of the mergers?

A. Assuming that the mergers are completed as currently contemplated, we expect that the exchange of shares by a Florida Rock shareholder solely for Holdco common stock will be nontaxable to such shareholder for U.S. federal income tax purposes, except in respect of any cash that such shareholder receives in lieu of fractional shares of Holdco common stock. We expect that a Florida Rock shareholder who exchanges shares of Florida Rock common stock for a combination of Holdco common stock and cash will only recognize gain up to the amount of cash received. We expect that the exchange of shares of Florida Rock common stock by a Florida Rock shareholder solely for cash will be taxable to such shareholder for U.S. federal income tax purposes.

Tax matters are very complicated. You should be aware that the tax consequences to you of either merger may depend upon your own situation. In addition, you may be subject to state, local or foreign tax laws that are not discussed in this proxy statement/prospectus. You should therefore consult with your own tax advisor for a full understanding of the tax consequences to you of the mergers. For more information regarding the tax consequences of the mergers, please see The Mergers Material United States Federal Income Tax Consequences beginning on page 51.

Q. When are the mergers expected to be completed?

- A. We expect to complete the mergers in mid-year 2007. Because the Florida Rock merger is subject to shareholder approval and because the mergers are subject to governmental approvals, we cannot predict the exact timing of their completion.

Q. Who can help answer my questions?

- A. If you have any questions about the mergers or how to submit your proxy or make an election, or if you need additional copies of this proxy statement/prospectus, the form of election or the enclosed proxy card or voting instruction card, you should contact:

D.F. King & Co., Inc.
48 Wall Street
New York, NY 10005
Toll Free: 800-347-4750
Banks and Brokers Call Collect: 212-269-5550

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SUMMARY

This summary highlights selected information in this proxy statement/prospectus and may not contain all of the information that is important to you. To understand the transaction fully and to obtain a more complete description of the legal terms of the merger agreement, you should carefully read this entire proxy statement/prospectus, including the Annexes, and the documents to which we refer you. Please see [Where You Can Find More Information](#).

THE COMPANIES

Vulcan Materials Company

1200 Urban Center Drive
Birmingham, Alabama 35242
205-298-3000

Vulcan Materials Company, a New Jersey corporation, provides infrastructure materials that are required by the American economy. Vulcan is the nation's largest producer of construction aggregates and a leader in the production of other construction materials. Vulcan's construction materials business produces and sells aggregates primarily crushed stone, sand and gravel that are used in nearly all forms of construction. In particular, large quantities of aggregates are used to build roads and nonresidential infrastructure. References to Vulcan in this proxy statement/prospectus refer to Vulcan Materials Company.

Florida Rock Industries, Inc.

155 East 21st Street
Jacksonville, Florida 32206
904-355-1781

Florida Rock Industries, Inc., a Florida corporation, is one of the nation's leading producers of construction aggregates, a major provider of ready-mix concrete and concrete products in the Southeastern and mid-Atlantic states and a significant supplier of cement in Florida and Georgia. Florida Rock operates through three business segments: construction aggregates, concrete products and cement and calcium. The construction aggregates segment is engaged in the mining, processing, distribution and sale of sand, gravel and crushed stone. The concrete products segment is engaged in production and sale of ready-mix concrete and concrete products, as well as sales of other building materials. The cement and calcium products segment is engaged in the production and sale of Portland and masonry cement, the importation of cement and slag and the sale of calcium products to the animal feed industry. References to Florida Rock in this proxy statement/prospectus refer to Florida Rock Industries, Inc.

Virginia Holdco, Inc.

c/o Vulcan Materials Company
1200 Urban Center Drive
Birmingham, Alabama 35242
205-298-3000

Virginia Holdco, Inc. is a newly incorporated New Jersey corporation that is currently a wholly owned subsidiary of Vulcan but, upon consummation of the mergers, will become the holding company of Vulcan and Florida Rock.

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Holdco was formed solely in contemplation of the mergers, has not commenced any operations, has only nominal assets and has no liabilities or contingent liabilities, nor any outstanding commitments other than as set forth in the merger agreement. The common stock of Holdco is expected to be listed on the New York Stock Exchange under Vulcan's current ticker symbol, VMC, and following the mergers, Holdco will be renamed Vulcan Materials Company. References to Holdco in this proxy statement/prospectus refer to Virginia Holdco, Inc.

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Virginia Merger Sub, Inc.

c/o Vulcan Materials Company
1200 Urban Center Drive
Birmingham, Alabama 35242
205-298-3000

Virginia Merger Sub, Inc. is a wholly owned subsidiary of Holdco formed solely to effect the Vulcan merger and has not conducted and will not conduct any business during any period of its existence. Pursuant to the merger agreement, Virginia Merger Sub, Inc. will merge with and into Vulcan, with Vulcan continuing as the surviving corporation and a wholly owned subsidiary of Holdco. References to Virginia Merger Sub in this proxy statement/prospectus refer to Virginia Merger Sub, Inc.

Fresno Merger Sub, Inc.

c/o Vulcan Materials Company
1200 Urban Center Drive
Birmingham, Alabama 35242
205-298-3000

Fresno Merger Sub, Inc. is a wholly owned subsidiary of Holdco formed solely to effect the Florida Rock merger and has not conducted and will not conduct any business during any period of its existence. Pursuant to the merger agreement, Fresno Merger Sub, Inc. will merge with and into Florida Rock, with Florida Rock continuing as the surviving corporation and a wholly owned subsidiary of Holdco. References to Fresno Merger Sub in this proxy statement/prospectus refer to Fresno Merger Sub, Inc.

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THE MERGERS

Effect of the Mergers (see page 24)

The organization of Vulcan, Florida Rock and Holdco before and after the mergers is illustrated below.

Before the Mergers

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After the Mergers

(1) To be renamed Vulcan Materials Company

(2) To be renamed VMC Corp.

Florida Rock Common Shareholders

to Choose Among Receiving Shares of Holdco Common Stock or Cash, or a Combination of the Two, Subject to Proration (see page 24)

In the Florida Rock merger, Florida Rock common shareholders will have the right to choose between receiving \$67.00 in cash, without interest, or 0.63 of a share of Holdco common stock per share of Florida Rock common stock, subject to proration. These proration procedures are designed to ensure that 70% of Florida Rock shares outstanding immediately prior to the Florida Rock merger are converted into cash and 30% of Florida Rock shares outstanding immediately prior to the Florida Rock merger are converted into Holdco shares.

Vulcan Common Shareholders to Receive Shares of Holdco Common Stock (see page 24)

In the Vulcan merger, each outstanding share of Vulcan common stock (other than shares owned by Vulcan) will be converted into one share of Holdco common stock.

Stock Exchange Listing and Stock Prices (see page 73)

Because the exchange ratio is fixed in the merger agreement, the market value of the Holdco common stock that Florida Rock shareholders receive in the Florida Rock merger may vary significantly from that implied by current trading prices.

Holdco common stock is currently not traded or quoted on a stock exchange or quotation system. However, upon consummation of the mergers, it is expected that Holdco common stock will be traded on the New York Stock Exchange under the ticker symbol VMC.

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Vulcan common stock trades on the New York Stock Exchange under the symbol VMC and Florida Rock common stock trades on the New York Stock Exchange under the symbol FRK. The table below shows the pro forma equivalent per share value of Vulcan common stock and Florida Rock common stock at the close of the regular trading session on February 16, 2007, the last trading day before the public announcement of the mergers, and July 5, 2007, the most recent trading day for which information was available.

Date	Vulcan Closing Price	Florida Rock Closing Price	Vulcan Pro Forma Equivalent(1)	Florida Rock Pro Forma Equivalent(2)
February 16, 2007	\$ 111.81	\$ 46.96	\$ 111.81	\$ 70.44
July 5, 2007	\$ 113.78	\$ 67.47	\$ 113.78	\$ 71.68

- (1) The pro forma equivalent per share value of Vulcan common stock is calculated by multiplying the Vulcan closing price by the Vulcan merger exchange ratio of 1.0.
- (2) The pro forma equivalent per share value of Florida Rock common stock is calculated by multiplying the Vulcan closing price by the Florida Rock merger exchange ratio of 0.63.

Because the 0.63 exchange ratio in the Florida Rock merger is fixed and will not be adjusted as a result of changes in market prices, the implied value of the merger consideration will fluctuate with the market price of Vulcan common stock. You should obtain current market quotations for the shares of both companies from a newspaper, the Internet or your broker.

Receipt of Shares of Holdco Common Stock

in Florida Rock Merger Structured to Be Generally Nontaxable to Florida Rock Shareholders (see page 51)

Subject to the limitations and qualifications described in The Merger Agreement Material U.S. Federal Income Tax Consequences below, the exchange of Florida Rock common stock and Vulcan common stock for Holdco common stock pursuant to the mergers, taken together, has been structured to be treated for United States federal income tax purposes as an exchange described in Section 351 of the Internal Revenue Code of 1986, as amended (the Code). As a result, assuming the mergers are so treated, for United States federal income tax purposes, (i) holders of Florida Rock common stock who receive solely cash will have a taxable transaction and will recognize gain or loss in connection with the receipt of cash in exchange for their Florida Rock common stock; (ii) holders of Florida Rock common stock who receive Holdco common stock will not recognize any loss in the Florida Rock merger, and will recognize gain on the exchange only to the extent of any cash received; and (iii) no gain or loss will be recognized by Holdco, Vulcan, Virginia Merger Sub, Florida Rock or Fresno Merger Sub as a result of the mergers.

The United States federal income tax consequences described above may not apply to all holders of Florida Rock common stock, including certain holders specifically referred to in the section titled The Merger Agreement Material U.S. Federal Income Tax Consequences. Your tax consequences will depend on your own situation. You should consult your tax advisor to fully understand the tax consequences of the mergers to you.

Florida Rock Board of Directors Recommends

that Florida Rock Shareholders Vote to Approve the Merger Agreement and the Adjournment of the Special Meeting, if Necessary or Appropriate, to Solicit Additional Proxies (see page 31)

The Florida Rock board of directors unanimously (with Edward L. Baker, John D. Baker II and Thompson S. Baker II abstaining) recommends that the Florida Rock shareholders vote FOR the approval of the merger agreement and FOR the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the meeting to approve the merger agreement.

Florida Rock Board of Directors Reasons for the Merger (see page 31)

In the course of reaching its decision to adopt the merger agreement and the transactions contemplated thereby, the Florida Rock board of directors considered a number of factors in its deliberations. Those factors are described in The Mergers Florida Rock s Reasons for the Florida Rock Merger beginning on page 31.

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Opinion of Florida Rock's Financial Advisor (see page 34)

Lazard Frères & Co. LLC (Lazard) has rendered its opinion to the Florida Rock board of directors that as of February 19, 2007, the date of the merger agreement, and based on and subject to the considerations, assumptions and limitations described in its opinion, the merger consideration to be paid to the holders of Florida Rock common stock (other than Vulcan and its subsidiaries) in the Florida Rock merger was fair, from a financial point of view, to such holders. See The Mergers Opinion of Florida Rock's Financial Advisor beginning on page 34.

Vulcan Board of Directors Reasons for the Merger (see page 45)

In the course of reaching its decision to approve the merger agreement and the transactions contemplated thereby, the Vulcan board of directors considered a number of factors in its deliberations. Those factors are described in The Mergers Vulcan's Reasons for the Mergers beginning on page 45.

Florida Rock Shareholder Vote Required (see page 20)

Approval of the merger agreement requires the affirmative vote of a majority of the outstanding shares of Florida Rock common stock. The affirmative vote of a majority of the votes cast at the special meeting is required to approve the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the meeting to approve the merger agreement.

Interests of Certain Persons in the Florida Rock Merger (see page 46)

You should be aware that some of the directors and executive officers of Florida Rock have interests in the Florida Rock merger that are different from, or are in addition to, the interests of shareholders of Florida Rock. These interests include, but are not limited to: the treatment of stock options held by directors and executive officers of Florida Rock in the Florida Rock merger; the vesting and accelerated payment of certain bonus payments and retirement benefits and the potential payment of certain severance benefits to executive officers; the continued employment after the mergers of Thompson S. Baker II as President of the Florida Rock division of Holdco; John D. Baker II's service as a director of Holdco after the mergers; the possible purchase by Edward L. Baker and John D. Baker II from Florida Rock of a 6,300 acre property immediately prior to the mergers; the support agreement between Vulcan and the Baker Shareholders; the shareholders agreement among Vulcan, Holdco and the Baker Shareholders; and the indemnification of former Florida Rock officers and directors by Holdco.

The Support Agreement (see page 70)

Baker Holdings, L.P., Edward L. Baker Living Trust, Edward L. Baker, John D. Baker II Living Trust and Anne D. Baker Living Trust, which we refer to collectively in this proxy statement/prospectus as the Baker Shareholders, entered into a support agreement with Vulcan. The Baker Shareholders (except for the Anne D. Baker Living Trust) are controlled, directly or indirectly, by Edward L. Baker and John D. Baker II. The support agreement is attached as Annex B to this proxy statement/prospectus.

Pursuant to the support agreement, among other things, the Baker Shareholders have agreed to vote shares of Florida Rock common stock representing approximately 9.9% of the outstanding shares of Florida Rock in favor of the approval of the merger agreement and to irrevocably elect to receive Holdco common stock in exchange for shares of Florida Rock common stock representing approximately 30% of the Florida Rock common stock beneficially owned by Edward L. Baker, John D. Baker II and Baker Holdings, L.P. in the Florida Rock merger, subject to proration like

all Florida Rock shareholders. The Baker Shareholders have also agreed not to sell or otherwise transfer these shares until the termination of the support agreement.

The Shareholders Agreement (see page 71)

Vulcan, Holdco and the Baker Shareholders have also entered into a shareholders agreement. The shareholders agreement is attached as Annex C to this proxy statement/prospectus.

Pursuant to the shareholders agreement, each Baker Shareholder has agreed not to transfer any shares of Holdco common stock owned by such Baker Shareholder during a restrictive period, other than to certain permitted

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transferees (including, among others, family members and heirs of, and charitable foundations established by, such Baker Shareholder). The restrictive period is generally three years beginning on the effective date of the mergers, subject to some exceptions.

Each of the Baker Shareholders has also agreed to additional transfer restrictions for a period of five years following the expiration of the applicable restrictive period, during which a Baker Shareholder may only transfer shares of Holdco common stock if the transfer complies with specified conditions, including a right of first refusal in favor of Holdco.

Each of the Baker Shareholders has also agreed, until the expiration of the applicable restrictive period, to vote its shares of Holdco common stock consistent with the recommendations of the Holdco board of directors, and not to tender its shares of Holdco common stock in any tender offer opposed by the Holdco board of directors.

Comparison of Shareholder Rights (see page 87)

The rights of Florida Rock shareholders are currently governed by the FBCA and Florida Rock's restated articles of incorporation and restated bylaws. The rights of Vulcan shareholders are currently governed by the New Jersey Business Corporation Act (the NJBCA) and Vulcan's restated certificate of incorporation and restated by-laws. Upon completion of the transaction, Florida Rock shareholders that receive Holdco common stock in the Florida Rock merger and Vulcan shareholders will all be shareholders of Holdco, and their rights will be governed by the NJBCA and Holdco's restated certificate of incorporation and restated by-laws, which after completion of the transaction will be the same in all material respects as the Vulcan restated certificate of incorporation and restated by-laws that are currently in effect.

No Appraisal Rights (see page 60)

Under the FBCA, Florida Rock shareholders are not entitled to appraisal rights in connection with the Florida Rock merger. Under the NJBCA, Vulcan shareholders are not entitled to appraisal rights in connection with the Vulcan merger.

Board of Directors and Management After the Mergers (see page 51)

Immediately following the mergers, the board of directors of Holdco will consist of the Vulcan directors as of the time of the mergers. On the day following the completion of the mergers, the board of directors of Holdco will be expanded to include John D. Baker II, Florida Rock's current President and Chief Executive Officer and a director of Florida Rock. At that time, Holdco's board of directors will be divided into three classes, with one class elected at each annual meeting to serve a three-year term.

Following the mergers, officers of Holdco will consist of the Vulcan officers as of the time of the Vulcan merger, except Thompson S. Baker II, a director and Vice President of Florida Rock, is expected to become president of Holdco's Florida Rock division.

Regulatory Approvals and Conditions to Completion of the Mergers (see pages 54 and 61)

Under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the HSR Act), the mergers cannot be completed until the companies have filed required notifications with the Federal Trade Commission and the Antitrust Division of the United States Department of Justice and the specified waiting period requirements have expired or been terminated. Vulcan and Florida Rock both filed the required Notification and Report forms with the Antitrust Division and the Federal Trade Commission on March 12, 2007. On April 11, 2007 the Department of Justice issued a

request for additional information and documentary material (referred to as a Second Request) which extends the waiting period until thirty days after the parties have substantially complied with this request.

In addition to expiration or termination of the relevant waiting period under the HSR Act, the completion of the mergers depends upon the satisfaction or waiver of a number of conditions described below in this proxy statement/prospectus, including, among other things:

approval of the merger agreement by the Florida Rock shareholders;

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absence of any legal prohibition on completion of the transaction;

receipt of opinions of counsel to Vulcan (with respect to Vulcan common stock) and Florida Rock (with respect to Florida Rock common stock) to the effect that the exchanges of Vulcan common stock or Florida Rock common stock for Holdco common stock will qualify for tax-free treatment for U.S. federal income tax purposes; and

material accuracy, as of the closing, of the representations and warranties made by the parties and material compliance by the parties with their respective obligations under the merger agreement.

Termination of the Merger Agreement; Fees Payable (see pages 65 and 66)

Vulcan and Florida Rock may jointly agree to terminate the merger agreement at any time. Either of Vulcan or Florida Rock also may terminate the merger agreement in various circumstances, including failure to receive the necessary approval of Florida Rock shareholders, failure to receive certain regulatory approvals, or if the other party breaches certain of its obligations in the merger agreement.

In several circumstances, including those involving a change in the Florida Rock board's recommendation in favor of the merger agreement or a third party acquisition proposal, Florida Rock may become obligated to pay a termination fee of \$135 million.

THE SPECIAL MEETING

Special Meeting (see page 20)

The special meeting will be held at [], Jacksonville, Florida on [], 2007, starting at 9:00 a.m., local time.

You may vote at the special meeting if you owned shares of Florida Rock common stock at the close of business on [], 2007, the record date for the special meeting. On that date there were [] shares of Florida Rock common stock outstanding and entitled to vote at the special meeting.

You may cast one vote for each share of Florida Rock common stock you owned as of the record date. The affirmative vote of a majority of the outstanding shares of Florida Rock common stock is required for the approval of the merger agreement. The affirmative vote of a majority of the votes cast at the special meeting is required to approve the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the meeting to approve the merger agreement.

As of the record date, Florida Rock directors and executive officers and their affiliates (other than Edward L. Baker, John D. Baker II and Baker Holdings, L.P.) owned and were entitled to vote approximately []% of the outstanding shares of Florida Rock common stock. As of the record date, Edward L. Baker, John D. Baker II and Baker Holdings, L.P. beneficially owned shares of Florida Rock common stock representing the power to vote approximately []% of the outstanding shares of Florida Rock common stock.

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Earnings from continuing operations	89,339	71,905	477,498	343,835	261,213	237,513	233,236
Basic earnings per share from continuing operations	\$ 0.94	\$ 0.72	\$ 4.89	\$ 3.37	\$ 2.55	\$ 2.33	\$ 2.29
Diluted earnings per share from continuing operations	\$ 0.91	\$ 0.70	\$ 4.79	\$ 3.30	\$ 2.52	\$ 2.31	\$ 2.28
Basic weighted average common shares outstanding	95,172	100,552	97,577	102,179	102,447	101,849	101,709
Diluted weighted average common shares outstanding	97,778	102,346	99,777	104,085	103,664	102,710	102,515
Balance Sheet Data							
(end of period):							
Cash and cash equivalents	\$ 69,960	\$ 80,343	\$ 55,230	\$ 275,138	\$ 271,450	\$ 147,769	\$ 127,008
Working capital(3)	239,358	596,915	243,686	585,708	991,270	507,290	491,979
Total assets	3,570,915	3,406,957	3,427,834	3,588,884	3,665,133	3,636,860	3,448,221
Long-term debt	321,503	322,859	322,064	323,392	604,522	607,654	857,757
Total shareholders equity	2,094,556	2,190,282	2,010,899	2,126,541	2,013,975	1,802,836	1,696,986
Book value per common share	\$ 21.98	\$ 21.77	\$ 21.26	\$ 21.20	\$ 19.62	\$ 17.71	\$ 16.71

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- (1) Operating earnings during the year ended December 31, 2006 include a pretax gain of \$24.8 million related to the sale of contractual rights to mine the Bellwood Quarry in Atlanta, Georgia. Operating earnings also reflect pretax gains on the sale of property, plant and equipment, including real estate sales, as follows: for the years ended December 31, 2006 \$5.6 million; 2005 \$8.3 million; 2004 \$23.8 million; 2003 \$27.8 million; 2002 \$9.1 million; and for the three months ended March 31, 2007 \$46.4 million; 2006 \$0.8 million.
- (2) Earnings from continuing operations before income taxes include pretax gains of \$28.7 million and \$20.4 million during the years ended December 31, 2006 and 2005, respectively, and pretax gains of \$0.7 million and \$12.2 million during the three months ended March 31, 2007 and 2006, respectively, related to the increase in the carrying value of the ECU (electrochemical unit) earn-out received in connection with the 2005 sale of Vulcan's Chemicals business. Earnings from continuing operations are presented before the cumulative effect of accounting changes.
- (3) Working capital as of December 31, 2004 includes the total assets and total liabilities, including noncurrent assets and noncurrent liabilities, of Vulcan's former Chemicals business, which was sold in 2005. At December 31, 2004, the assets and liabilities of this business were classified as assets held for sale (\$458.2 million) and liabilities of assets held for sale including minority interest (\$188.4 million).

Selected Historical Financial Data of Florida Rock

The selected historical financial data set forth below for the five years ended September 30, 2006, have been derived from Florida Rock's audited consolidated financial statements. The data as of March 31, 2007 and 2006 and for the six months then ended have been derived from Florida Rock's unaudited consolidated financial statements and, in management's opinion, include all adjustments, consisting of normal recurring accruals, considered necessary for a fair presentation of the results of operations and financial position for the periods presented.

The following data is only a summary and should be read in conjunction with the audited consolidated financial statements, which may be found in Florida Rock's Annual Report on Form 10-K for the fiscal year ended September 30, 2006, and the unaudited consolidated condensed financial statements, which may be found in Florida Rock's Quarterly Report on Form 10-Q for the six months ended March 31, 2007 incorporated herein by reference. Operating results for the six months ended March 31, 2007, are not necessarily indicative of the results for the full fiscal year ending September 30, 2007.