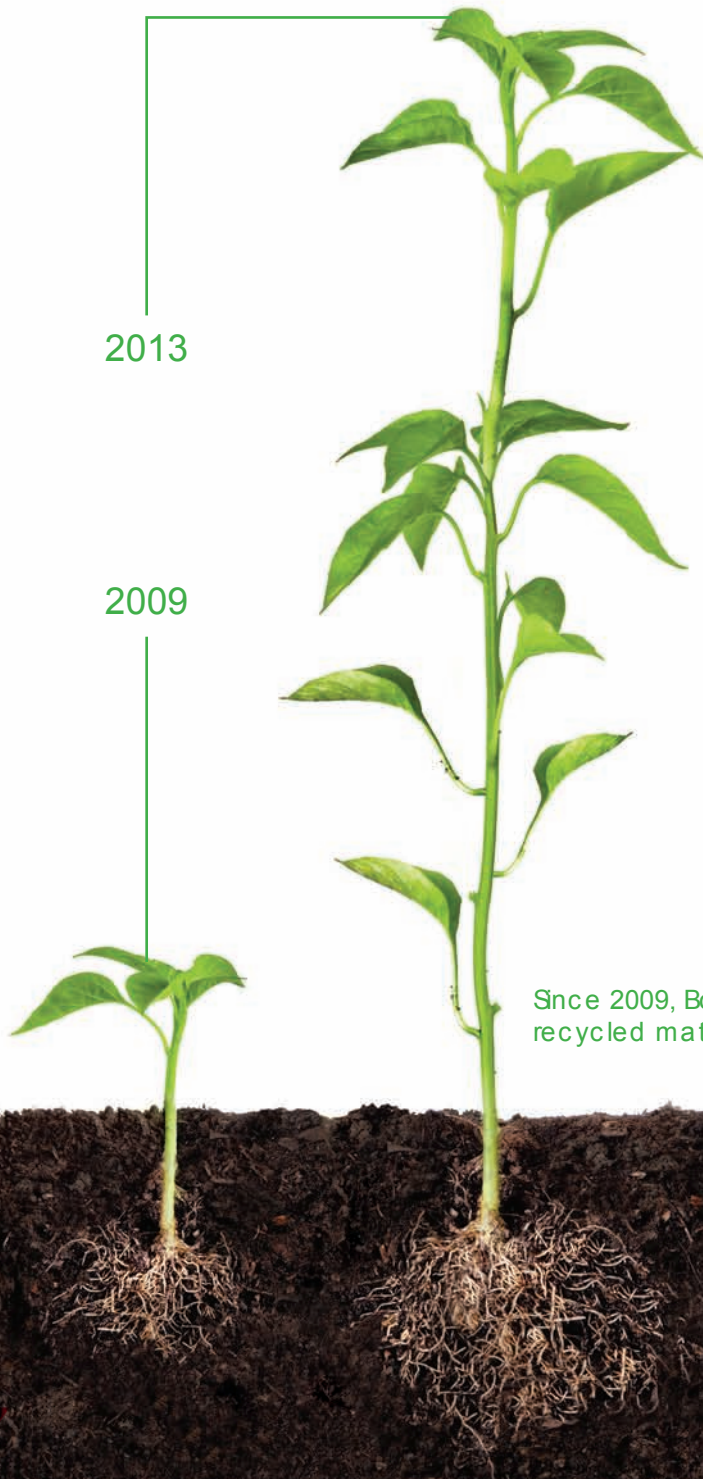


Celebrating 5 years of growing green.



Since 2009, Boxley has increased its percentage of recycled materials by more than 1100%

Greener.
Smarter.
Better.
BOXLEY

DEVELOPING SUSTAINABILITY-MINDED BUSINESS LEADERS

Boxley's current and future leaders must have an appreciation of the positive impact environmentally sustainable operations and products have on our business and the communities we serve. With this in mind, representatives from each of the company's business lines are chosen to serve on Boxley's Green Team each year as part of their leadership development program. We appreciate their hard work!



2013 GREEN TEAM

(left, names listed from left to right)

Charlie Bartocci | Templeton Paving
Tom Miles | Concrete
Linda Evans | Block
Howard Walker | WV Aggregate
Tim Mauzy | Support Center
Josh Favaro | VA Aggregate
Frank Caldwell | Sawyer Paving
Sam Woolwine | Concrete
James Breakell | Pavement Maintenance
Melissa Wood | Trucking
Tom Roller | Support Center

LEADERSHIP TEAM

Ab Boxley | President and CEO
Tom Johnson | CFO
Jeff Perkins | COO
Larry Bullock | Vice President,
Concrete/Trucking/Asphalt Plant Operations
Jeb Burton | President, Templeton Paving
Ed Craighill | Vice President, Sales &
Corporate Development
Bill Hamlin | Vice President, Aggregate Operations
Stan Puckett | President, Sawyer Paving

A LETTER FROM JEFF PERKINS, CHIEF OPERATING OFFICER

At Boxley, sustainability is an important word. To be a market leader well into the future, we understand our business success goes hand in hand with environmentally responsible operations that produce sustainable products. Since our program began five years ago, our employees have been transforming our company by committing to be a little better at what we do each and every day. From the equipment and trucks we purchase to the products and services we deliver, Boxley is creating a more efficient, environmentally friendly way of conducting our business.

In this year's report, you will read about our strategic investments in people, equipment, services and

products to achieve our sustainability goals. We're proud that Boxley has received national recognition for continuing to make our operations cleaner and more efficient.

Together, we are charting the course for a "Greener. Smarter. Better." future. It's the Boxley Way.

Jeff Perkins, Chief Operating Officer

P.S. Please share this report with others and recycle **when you've finished. This report, along with past reports, can be viewed online at boxley.com/environment.**

MISSION STATEMENT

We deliver quality on every project, backed by reliable, responsive service. It's the Boxley Way.

VISION

We will be the industry leader in all facets of our business with the talent to sustain it.

CAN WE REDUCE, REUSE OR RECYCLE IT?

SIMPLE QUESTION. BIG RESULTS.

In 2013, Boxley employees kept 124,989 tons of waste material out of landfills and recycled 12,072 gallons of oil and antifreeze by asking this simple question. In five years, Boxley has increased its percentage of recycled materials by more than 1100% and added seven additional recycling categories throughout our operations. That's a big improvement over the 10,361 tons of waste material recycled in 2009.

2013 RECYCLING REPORT CARD

RECYCLED MATERIAL	2013	2012	2011	2010	2009
Oil (in gallons)	11,707	9,865	8,030 ¹	10,201	9,280
Antifreeze (in gallons)	365	303	55 ²	170	170
Absorbent (in tons)	5.2	5.8	9	4.6	6.6
Metals (in tons)	183	206	550 ³	359	168.7
Paper, Plastic (in tons)	10.3	11	8.7	3	N/A
Cardboard (in tons)	2.3	3	0.9	N/A	N/A
Wood Paletts-Block (in tons/pallets)	38/ 1520	120/4800	67.5/ 2,700	62.5/ 2,500	N/A
Aggregate Extracted from Overburden Waste	54,300	68,950 ⁴	N/A	N/A	N/A
Waste Concrete Block (in tons)	2,643	2,500	1,000	700	7,000 ⁵
Waste CMU	2,450 ⁶	N/A	N/A	N/A	N/A
Recycled Asphalt Pavement (RAP) (in tons)	64,235	50,683	66,953	12,792	N/A
Recycled Concrete in tons)	1,121 ⁷	3614	4,363	3,824	3,186
Tires (in tons)	1.6	N/A	28.15 ³	N/A	N/A
TOTAL (IN GALLONS)	12,072	10,168	8,085	10,371	9,450
TOTAL (IN TONS)	124,989	126,093	72,980	17,745	10,361

1-Lower number represents reduced mileage

2-Lower number reflects switch to extended life coolant

3-Templeton Paving became a Boxley Company in January 2011. The significant increase in the tons of metals recycled and the addition of the tires category is attributed to pre-existing stockpiles of metals and tires that were recycled by Boxley after the acquisition.

4-Trommel Screen purchased in 2012 to extract aggregate from waste material called overburden.

5-Represents Backlog of waste block

6-Unused concrete masonry units (CMU) and the leftover hardened materials that were used to make them, that were crushed and then used again as aggregate for new CMU's.

7-Returned concrete that customers use as fill, and was not hauled to a quarry as waste. 14% of this total was used in the surge pile at the Alta quarry for crushing into aggregates.

COMPANY CORE BELIEFS

Work safely * Hire and train the best people * Involve our employees in the decision-making process * Provide opportunities for personal growth * Reward outstanding contributions * Be honest * Build long-term relationships * Deliver quality from the ground up * Be active participants in our communities * Be responsible stewards of the environment * Commit to be a little better at what we do each and every day * Earn profits to support our corporate growth and beliefs

BUILDING A GREENER COMPANY FROM THE INSIDE OUT



WATER CONSERVATION

Water is one of the world's most precious natural resources. Protecting and conserving this resource is a high priority across all of Boxley's operations.

AGGREGATE

Recycled millions of gallons of water annually by capturing rainwater and runoff in the quarries and utilizing closed-loop water recycling systems for washout, dust suppression and wheel washing.

ASPHALT

Minimal water use in production and clean-up process.

BLOCK

Used 417,400 gallons of recycled water in production process. Recycled water is used to wash out the mixers and to produce block.

CONCRETE

Used 2.4 million gallons of recycled water for mixer drum rinse and washout.

2013 HIGHLIGHTS

Since our formal sustainability program began five years ago, Boxley employees have been implementing new ways to improve our company from the inside out. This includes everything from how we operate to the products we sell. Last year was no exception. In 2013, our various business lines invested in more energy efficient equipment and plants, reduced the energy consumed despite increased production, minimized the use of fresh water and found innovative ways to utilize what was once considered waste by recycling.

We didn't stop there. Throughout our business lines, we developed and sold greener products that help reduce environmental impacts and lend themselves to greener building. Following are a few of the 2013 highlights:

GREENER PRODUCTION PROCESSES

AGGREGATE

Rich Patch

- Reduced energy usage by 14% and cut electricity costs by \$1000 by installing T-5 lights in the maintenance shop.
- Reduced energy usage by 10% while increasing aggregate production by 13,000 tons over 2012.

Mill Point

- Reduced energy usage by 1.5 kWh/ton in 2013 over 2012.

Lewisburg

- Extracted 54,300 tons of usable rock from 127,325 tons of waste overburden utilizing trommel screen.

ASPHALT

Piney River Plant

- Began using Evotherm 3G to produce warm mix asphalt. Evotherm chemistry remained in the asphalt mix throughout the entire production cycle allowing both reduced production temperatures at the plant as well as lower compaction temperatures in the field. This process saves on fuel costs at the plant, increases the haul distance of the mix and improves the compactibility of the material in the field.



GREENER EQUIPMENT AND PLANTS

EQUIPMENT

Asphalt

Reduced emissions and fuel consumption with purchase of:

- 4 new dump trucks with tier 4 engines.
- Loader with tier 4 engine to replace two older ones.

Trucking

- Continued truck replacement program to increase fuel efficiency and decrease emissions. Since 2011, 63 mixers, 62 dump trucks and 20 tractor trucks in the Boxley fleet have been replaced.
- Utilized 3,000 gallons of used motor oil to fuel furnaces at all three locations.
- 380 tires were capped for reuse and 125 tires were recycled.

PLANTS

Aggregate

- Lawyers Road reclaimed 4.1 acres and planted 2,000 trees at the site.
- Blue Ridge reclaimed 12 acres where the former plant was located and seeded it to create a green space and prevent erosion.

Asphalt

Boxley purchased a new Astec Double Barrel Drum Plant that will replace two older and inefficient plants. The plant will become operational in mid-2014.

Environmental highlights:

- Built to utilize natural gas, a cleaner burning substitute for the waste oil previously used.
- Able to increase recycled asphalt pavement (RAP) in most mixes without affecting quality.

- Utilizes Warm Mix Technology to reduce mix temperatures and emissions.
- Advanced Asphalt Heater, Baghouse, Double Barrel Drum, and Silos are designed to reduce emissions and energy consumption.



Astec Warm Mix System



New Asphalt Truck



Lawyers Road Aggregate Reclamation



Blue Ridge Reclamation



GREENER PRODUCTS & SERVICES

GREENER PRODUCTS

Aggregate-Limestone Sand to reduce pH

Mill Point and Lewisburg aggregate produce limestone sand to be used to remediate acidic stormwater runoff from coal industry stockpiles.

Limestone sand is also used by the West Virginia Department of Natural Resources to reduce pH levels in West Virginia trout streams.

BLOCK-ENVIRONMENTALLY FRIENDLY BUILDING PRODUCTS

In 2013, Boxley added ProBlock® and PaveDrain® System to its impressive list of LEED (Leadership in Energy and Environmental Design) intended products. ProBlock is a lighter, safer and

more energy efficient block, offering R values up to 295 percent higher than traditional concrete masonry units. This makes it easier to comply with energy codes and provides significant savings on energy use.

The PaveDrain System is a Permeable Articulating Concrete Block/Mat (P-ACB/M) that creates a performance pavement that maximizes on-site stormwater capacity during extreme storm events. The PaveDrain System allows for a more natural infiltration path, recharging local groundwater and reducing first flush pollutants. By reducing a typical storm hydrograph while also filtering out suspended sediments this represents a combination of Best Management Practices (BMP's).

SUSTAINABLE SERVICES

Last year, Boxley launched its Pavement Maintenance business line to help customers extend the life of their asphalt surfaces. Pavement maintenance methods such as slurry and micro surfacing, chip sealing and crack treatment provide many sustainable benefits:

- Consume less aggregate and binder.
- Reduce the need to demolish, haul and dispose of (or even recycle) old pavements.
- Reduce waste, emissions and greenhouse gases.
- Allows roads to be drivable within a short period after the treatments have been applied, reducing traffic delays and the associated greenhouse gas (GHG) emissions.



Pavement Maintenance Services



Pavement Maintenance Services



PaveDrain



ProBlock



NATIONAL RECOGNITION

ASPHALT

Sawyer Paving received the Diamond Achievement Commendation for the third consecutive year. This award is based on the responsible operation of the plant, including appearance, environmental practices, safety, permitting and regulatory compliance, and community relations.

CONCRETE

Competing against concrete plants across the nation, Boxley's Roanoke Concrete plant earned second place in its production category in the National Ready Mixed Concrete Association 2013 Commitment to Environmental Excellence Awards. The program salutes companies that have not only met, but surpassed governmental compliance requirements and demonstrated a commitment to environmental excellence through plant and staff investment.

"These plants have demonstrated that they are the 'best of the best' when it comes to being good stewards of the environment," said Gary Mullings, NRMCA's Senior Vice President of Operations and Compliance.

All 11 of Boxley's concrete plants have achieved Green Star Certification. http://nrmca.org/operations/ENVIRONMENT/certifications_greenstar.htm



BOXLEY IN THE COMMUNITY

BOXLEY'S EXPLORE THE EARTH PROGRAM

Boxley aggregate facilities conducted tours and educational sessions on reclamation and recycling for more than 1,000 students last year.

SMITH RIVER CLEAN-UP

Boxley employees from Fieldale, VA joined volunteers from the Dan River Basin Association, Gateway Streetscapes, Henry County and other community partners for the annual 30-mile Smith River Clean-up. Boxley employees donned their waders, got into boats and walked the riverbanks picking up trash and debris.





Aggregate

Beckley

1700 North Sandbranch Rd.
Mt Hope, WV 25880
(800) 269-5391

Blue Ridge

15415 West Lynchburg
Salem Tpke.
Blue Ridge, VA 24064
(866) 676-2466

Fieldale

3785 Carver Rd.
Martinsville, VA 24112
(866) 676-2466

Lawyers Road

762 Lawyers Rd.
Lynchburg, VA 24501
(800) 269-5392

Lewisburg

HC 40 Box 49
Lewisburg, WV 24901
(800) 269-5391

Mill Point

400 Stamping Creek Rd.
Hillsboro, WV 24946
(800) 269-5391

Mt. Athos

1299 Stage Rd.
Concord, VA 24538
(800) 269-5392

Piney River

739 Warrick Barn Rd.
Arrington, VA 22922
(800) 269-5392

Rich Patch

7612 Rich Patch Rd.
Lowmoor, VA 24457
(866) 676-2466

Asphalt

Lynchburg

Templeton Paving
1678 Lawyers Road
Lynchburg, VA 24502
(434) 239-0383
*Plants located in Lynchburg,
Concord and Arrington*

Salem

Sawyer Paving
496 Glenmore Drive,
Salem, VA 24153-5495
(540) 389-2768
Plant located in Salem

Block

Lynchburg

110 Lynchpin Ln.
Lynchburg, VA 24501
(800) 422-2565

Roanoke

3830 Blue Ridge Dr.
Roanoke, VA 24018
(800) 982-8028

Summersville

7900 Webster Rd.
Summersville, WV 26651
(866) 320-5205

Concrete

Beckley

1707 North Sandbranch Rd.
Mt Hope, WV 25880
(866) 203-9368

Blue Ridge

139 Healing Springs Rd.
Blue Ridge, VA 24064
(888) 832-0003

Bluefield

191 St. Claire's Crossing
Bluefield, VA 24605
(866) 875-7186

Lewisburg

HC 40 Box 49
Lewisburg, WV 24901
(800) 323-8338

Martinsville

201 Koehler Rd.
Martinsville, VA 24112
(866) 216-0601

Marion

1594 Industrial Road
Marion, VA 24354
(877) 854-2939

Princeton

101 Westview Ave.
Princeton, WV 24740
(866) 875-7186

Roanoke

3830 Blue Ridge Dr.
Roanoke, VA 24018
(888) 832-0003

Summersville

7900 Webster Rd.
Summersville, WV 26651
(866) 320-5204

Wyoming

HC 64 Box 107
Welch, WV 24801
(866) 875-7186

Wytheville

1050 Church Street
Wytheville, VA 24382
(877) 854-2939

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