

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-2224

► See separate instructions.

Part I Reporting Issuer

1 Issuer's name Rockwood Holdings, Inc.		2 Issuer's employer identification number (EIN) 52-2277366	
3 Name of contact for additional information Matt Juneau, Albemarle Corporation	4 Telephone No. of contact 1-225-388-7940	5 Email address of contact invest@albemarle.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 451 Florida Street		7 City, town, or post office, state, and Zip code of contact Baton Rouge, LA 70801	
8 Date of action January 12, 2015		9 Classification and description stock	
10 CUSIP number 774415103	11 Serial number(s)	12 Ticker symbol ROC	13 Account number(s)

Part II Organizational Action

Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► On January 12, 2015, Albemarle Holdings Corporation merged with and into Rockwood Holdings, Inc. in a taxable merger. At the effective time of the merger and without any action on the part of shareholders, each Rockwood Holdings, Inc. share then issued and outstanding (other than shares owned, directly or indirectly, by Rockwood Holdings, Inc., Albemarle Corporation, or Albemarle Holdings Corporation immediately prior to the effective time of the merger or shares with respect to which appraisal rights were properly exercised and not withdrawn) was cancelled and automatically converted into and became the right to receive (x) \$50.65 in cash, without interest, and (y) 0.4803 of a share of common stock of Albemarle Corporation. No fractional shares of Albemarle Corporation stock were issued in the merger and the former stockholders of Rockwood Holdings, Inc. received cash in lieu of fractional shares.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► Each former Rockwood Holdings, Inc. shareholder will take a fair market value basis in the Albemarle Corporation stock received in the transaction.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► The fair market value of one Albemarle Corporation common share was determined to be \$59.7162 as of January 12, 2015. This fair market value is based on the Volume Weighted Average Price per share ("VWAP") at which the Albemarle Corporation common stock traded on the NYSE during normal trading hours on January 12, 2015.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► Sections 1001 and 1012

18 Can any resulting loss be recognized? ► Generally, yes.

Former Rockwood Holdings, Inc. shareholders are urged to consult their own tax advisors with respect to the tax consequences to them of the merger based on their particular situation.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► The transaction is reportable by each former Rockwood Holdings, Inc. shareholder in their year that includes January 12, 2015.

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ► Richard G. Fishman Date ► January 26, 2015

Print your name ► Richard G. Fishman, Albemarle Corporation Title ► Vice President, Tax & Chief Tax Counsel

**Paid
Preparer
Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ►	Firm's EIN ►		Phone no.	
Firm's address ►				

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054