IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

VIRTUS CAPITAL L.P., individually and on behalf of all others similarly situated,

Plaintiff,

V.

EASTMAN CHEMICAL COMPANY, JOHN L. TEEGER, JOHN V. GENOVA, RICHARD K. CRUMP, JOHN W. GILDEA, PHILIP M. SIVIN, KARL W. SCHWARZFELD, DANIEL M. FISHBANE, WALTER TREYBIG, MARTIND. SASS, M.D. SASS INVESTORS SERVICES, INC., RESURGENCE ASSET MANAGEMENT, L.L.C., RÉ/ENTÉRPRISE ASSET MANAGEMENT L.L.C., RESURGENCE ASSET MANAGEMENT INTERNATIONAL, L.L.C., CORPORATE RESURGENCE PARTNERS, L.L.C., **CORPORATE** RESURGENCE **PARTNERS** L.L.C., II, M.D. SASS CORPORATE RESURGENCE **PARTNERS** III, L.P., RESURGENCE ASSET MANAGEMENT, L.L.C. **EMPLOYEE** RETIREMENT PLAN, **CORPORATE** RESURGENCE, LTD., TRUST "O" FOR A PORTION OF THE ASSETS OF THE KODAK RETIREMENT INCOME PLAN, KODAK PENSION PLAN, M.D. SASS ASSOCIATES, INC. EMPLOYEE PROFIT SHARING PLAN, M.D. SASS RE/ENTERPRISE PORTFOLIO COMPANY, L.P., M.D. SASS R E/ENTERPRISE II, L.P., RESURGENCE PARALLEL FUND, L.L.C., RESURGENCE PARALLEL FUND II, L.L.C., RESURGENCE PARALLEL FUND III, L.L.C., EASTMAN TC, INC., AND MOELIS & COMPANY LLC,

Defendants.

C.A. No. 9808-VCL

PROOF OF CLAIM AND RELEASE

I. GENERAL INSTRUCTIONS

Please complete the Proof of Claim and Release form ("Proof of Claim") below if you were a record holder or beneficial owner of Sterling Chemicals, Inc. ("Sterling") common stock any time from June 22, 2011 through and including August 9, 2011 (regardless of the date of purchase of Sterling common stock), or acted for or on behalf of, or claiming under, any of them and each of them, except for those persons and entities excluded from the Class.¹

Excluded persons and entities include defendants Eastman Chemical Company, John L. Teeger, John V. Genova, Richard K. Crump, John W. Gildea, Philip M. Sivin, Karl W. Schwarzfeld, Daniel M. Fishbane, Walter Treybig, Martin D. Sass, M.D. Sass Investors Services, Inc., Resurgence Asset Management, L.L.C., Re/Enterprise Asset Management L.L.C., M.D. Sass Associates, Inc. Employee Profit Sharing Plan, Eastman TC, Inc. and Moelis & Company LLC, and their associates, affiliates, legal representatives, heirs, successors in interest, transferees and assignees.

This Proof of Claim form must contain the name, address, and taxpayer identification number of the beneficial owner(s). The taxpayer identification number ("TIN"), consisting of a valid Social Security number ("SSN") for individuals or employer identification number ("EIN") for business entities, trusts, estates, etc., and telephone number of the beneficial owners(s) may be used in verifying this claim. This information is required.

¹ Unless otherwise defined herein, capitalized terms used here are intended to have the meanings given to them in the Notice and the Stipulation and Agreement of Compromise, Settlement and Release ("Settlement Stipulation").



You must also provide the quantity of shares and the stock certificate numbers (if shares were held in certificate form; if shares were held through a brokerage account certificate, numbers would be needed). You must sign the Proof of Claim form in the space provided in order to make a valid claim. Please also provide your brokerage statement for August 2011 or a letter from your bank, broker, or other nominee indicating the quantity of shares held as of August 9, 2011, if you did not hold shares in certificate form. If you held shares in certificate form, please provide confirmation from the transfer agent of surrender.

Submission of this Proof of Claim Form does not assure that you will share in the proceeds of the proposed Settlement.

YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM FORM **POSTMARKED ON OR BEFORE JANUARY 9, 2017**, ADDRESSED AS FOLLOWS:

Sterling Chemicals Settlement Settlement Administrator PO Box 3230 Portland, OR 97208-3230

If you are NOT a member of the Settlement Class, as defined in the Notice, DO NOT submit a Proof of Claim Form.

If you are a member of the Settlement Class and the settlement is approved, you will be bound by the terms of any judgment entered in the Action, including the releases provided therein, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM FORM.

II. REMINDER CHECKLIST

- 1. Please sign the release and certification below. If this Proof of Claim form is being submitted on behalf of joint claimants, then **both** must sign.
- 2. Remember to attach only copies of acceptable supporting documentation.
- 3. Please do not highlight any portion of the Proof of Claim form or any supporting documents.
- 4. Do not send original stock certificates or documentation. These items cannot be returned to you by the Settlement Administrator.
- 5. Keep copies of the completed Proof of Claim form and documentation for your own records.
- 6. You will not receive confirmation of receipt of your Proof of Claim. If confirmation is desired, please send your Proof of Claim Certified Mail, Return Receipt Requested.
- 7. If your address changes in the future, or if this Proof of Claim was sent to an old or incorrect address, please send the Settlement Administrator written notification of your new address. If you change your name, please inform the Settlement Administrator.
- 8. If you have any questions or concerns regarding your Proof of Claim form, please contact the Settlement Administrator at the above address or call 888-643-2170 or visit www.sterlingchemicalssettlement.com.



Sterling Chemicals Settlement Virtus Capital L.P. v. Eastman Chemical Company, et al., C.A. No. 9808-VCL Proof of Claim and Release Form Must be Postmarked no later than January 9, 2017.

Please Type or Print.

PART I: CLAIMANT IDENTIFICATION

Beneficial Owner's First Name MI													Beneficial Owner's Last Name																					
Joint Owner's First Name									MI	J	Join	int Owner's Last Name																						
																					T													
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	Individual/Sole Proprietor												Joint Owners								PΔ	ncio	n Di	an										
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H	Corporation																																	
	IRA											Other (describe)																						

NOTE: Separate Proof of Claim Forms should be submitted for each separate legal entity (e.g., a claim from Joint Owners should not include separate holdings of just one of the Joint Owners, an Individual should not combine his or her IRA holdings with holdings solely in the Individual's name). Conversely, a single Proof of Claim Form should be submitted on behalf of one legal entity including all holdings of that entity no matter how many separate accounts that entity has (e.g., a Corporation with multiple brokerage accounts should include all holdings of common stock) on one Proof of Claim Form, no matter how many accounts hold common stock.

PART II: HOLDINGS ON AUGUST 9, 2011

of the Merger o	n Augu	ust 9,	2011.	Docu	ımenta	ation	incl	lude	es b	rokei	age	terling common stock owned as of the closing statements from August 2011 or proof of stock eld in certificate form).
				Proof	enclo	sed?] Y		ΠN		
STOCK CERTIFICATE NUMBERS (If applicable) List below the stock certificate number for all Sterling common stock owned as of the closing of the Merger on August 9, 2011, for all shares NOT HELD IN A BROKERAGE ACCOUNT. Be sure to attach documentation such as a letter accompanying a payment for surrendered shares from the transfer agent or your broker.												
Certificate 1:												Proof enclosed? Y N
Certificate 2:												Proof enclosed? Y N
Certificate 3:												Proof enclosed? Y N
Certificate 4:												Proof enclosed? Y N
Certificate 5:												Proof enclosed? Y N
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IF YOU REQUIRE ADDITIONAL SPACE, ATTACH EXTRA SCHEDULES IN THE SAME FORMAT AS ABOVE. PRINT THE BENEFICIAL OWNER'S FULL NAME AND TAXPAYER IDENTIFICATION NUMBER ON EACH ADDITIONAL PAGE.

YOU MUST READ AND SIGN THE PROOF OF CLAIM FORM ON PAGE 5.

PART III: RELEASE AND CERTIFICATION

On behalf of myself (ourselves) or the beneficial owner, I (we) am (are) authorized to file this Proof of Claim, and on behalf of each of my (our, his, her, its) successors-in-interest, successors, predecessors-in-interest, predecessors, representatives, trustees, executors, administrators, estates, heirs, assigns or transferees, in their capacities as such, I (we, he, she, it) hereby acknowledge that as of the Effective Date of the Settlement, I (we, he, she, it) shall (i) be deemed to have fully, finally, and forever released, settled, and discharged each and every one of the Released Defendant Parties (as defined in the Notice) from and with respect to each and every one of the Released Plaintiff's Claims (as defined in the Notice); and (ii) forever be barred and enjoined from commencing, instigating, instituting, maintaining, prosecuting, asserting, or participating in any action or other proceeding in any court of law or equity, arbitration tribunal, or administrative forum, or other forum of any kind, whether individual, class, derivative, representative, legal, equitable, or in any other capacity, asserting any of the Released Plaintiff's Claims against any of the Released Defendant Parties. By signing and submitting this Proof of Claim Form, the Claimant(s) or the person(s) who represent(s) the Claimant(s) certifies (certify), as follows:

- 1. that I (we) have read and understand the contents of the Notice and the Proof of Claim Form;
- 2. that the Claimant(s) is (are) a Class Member(s), as defined in the Notice, and is (are) not excluded from the Class;
- 3. that I (we) am (are), or, if I am filing on behalf of another, that party is, not an excluded party under the terms of the Settlement Stipulation (excluded parties include Eastman Chemical Company, John L. Teeger, John V. Genova, Richard K. Crump, John W. Gildea, Philip M. Sivin, Karl W. Schwarzfeld, Daniel M. Fishbane, Walter Treybig, Martin D. Sass, M.D. Sass Investors Services, Inc., Resurgence Asset Management, L.L.C., Re/Enterprise Asset Management L.L.C., M.D. Sass Associates, Inc. Employee Profit Sharing Plan, Eastman TC, Inc. and Moelis & Company LLC, and their associates, affiliates, legal representatives, heirs, successors in interest, transferees and assignees);
- 4. that I (we) owned the Sterling common stock identified in the Proof of Claim and have not assigned the claim against the Released Defendant Parties to another, or that, in signing and submitting this Proof of Claim Form, I (we) have the authority to act on behalf the owner(s) thereof;

- 5. that the Claimant(s) has (have) not submitted any other claim covering the same holdings of Sterling common stock and knows (know) of no other person having done so on his/her/its/their behalf;
- 6. that the Claimant(s) submits (submit) to the jurisdiction of the Court of Chancery of the State of Delaware (the "Court") with respect to his/her/its/their claim and for purposes of enforcing the releases set forth herein;
- 7. that I (we) agree to furnish such additional information with respect to this Proof of Claim as the Settlement Administrator or the Court may require;
- 8. that I (we) acknowledge that the Claimant(s) will be bound by and subject to the terms of the Settlement Stipulation and any judgment that may be entered in the litigation, including the releases and covenants set forth herein; and
- 9. that I (we) certify that I am (we are) not subject to backup withholding under the provisions of Section 3406(a)(1)(c) of the Internal Revenue Code.

NOTE: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, please strike the language that you are not subject to backup withholding in the certification above. The Internal Revenue Service does not require your consent to any provision other than the certification required to avoid backup withholding.

UNDER THE PENALTIES OF PERJURY, I (WE) CERTIFY THAT ALL OF THE INFORMATION PROVIDED BY ME (US) ON THIS FORM IS TRUE, CORRECT, AND COMPLETE AND THAT THE DOCUMENTS SUBMITTED HEREWITH ARE TRUE AND CORRECT COPIES OF WHAT THEY PURPORT TO BE.

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Signature of Claimant	J
	Date
Print Name of Claimant	MM DD YY
Signature of Joint Claimant, if any	
	Date
Print Name of Joint Claimant	MM DD YY
If Claimant is other than individual, or is not the person completing this	form, the following must also be provided:
Signature of Person Completing Form	J
	Date
Print Name of Person Completing Form	MM DD YY
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THIS PROOF OF CLAIM FORM MUST BE POSTMARKED NO LATER THAN JANUARY 9, 2017 AND MUST BE MAILED TO:

Sterling Chemicals Settlement Settlement Administrator PO Box 3230 Portland, OR 97208-3230

Capacity of Person Signing (Executor, President, Trustee, etc.)