

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, MARTIN D. SASS, M.D. SASS INVESTORS
SERVICES, INC., RESURGENCE ASSET MANAGEMENT,
L.L.C., RE/ENTERPRISE ASSET MANAGEMENT L.L.C.,
RESURGENCE ASSET MANAGEMENT INTERNATIONAL,
L.L.C., CORPORATE RESURGENCE PARTNERS, L.L.C.,
CORPORATE RESURGENCE PARTNERS II, L.L.C.,
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
<input type="text"/>	<input type="text"/>	<input type="text"/>

Joint Owner's First Name	MI	Joint Owner's Last Name
<input type="text"/>	<input type="text"/>	<input type="text"/>

Entity Name (if Beneficial Owner is not an Individual)

Representative Name (if different than Beneficial Owner's listed above)

Address 1 (Street or PO Box)

Address 2 (Apartment number, Suite, Unit, etc.)

City	State	ZIP Code
<input type="text"/>	<input type="text"/>	<input type="text"/>

Foreign Province (if applicable)	Foreign Country (if applicable)
<input type="text"/>	<input type="text"/>

Social Security Number	or	Taxpayer Identification Number
<input type="text"/> - <input type="text"/> - <input type="text"/>		<input type="text"/> - <input type="text"/>

Area Code Telephone Number	(work)	Area Code Telephone Number	(home)
<input type="text"/> - <input type="text"/> - <input type="text"/>		<input type="text"/> - <input type="text"/> - <input type="text"/>	

Email Address

Account Number (broker account where the shares were held, if known)

Check appropriate box (check only one box):

<input type="checkbox"/> Individual/Sole Proprietor	<input type="checkbox"/> Joint Owners	<input type="checkbox"/> Pension Plan
<input type="checkbox"/> Corporation	<input type="checkbox"/> Partnership	<input type="checkbox"/> Trust
<input type="checkbox"/> IRA	<input type="checkbox"/> 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.

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.

Signature of Claimant

Print Name of Claimant

Date - -
MM DD YY

Signature of Joint Claimant, if any

Print Name of Joint Claimant

Date - -
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

Print Name of Person Completing Form

Date - -
MM DD YY

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

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

QUESTIONS? CALL 888-643-2170 OR VISIT WWW.STERLINGCHEMICALSSETTLEMENT.COM.