

**\*\*PROVISIONAL BALLOT\*\***

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
:
  
**In re** : Chapter 11
  
:
  
SOLUTIA INC., *et al.*, : Case No. 03-17949 (PCB)
  
:
  
**Debtors.** : (Jointly Administered)
  
:
  
-----X

**PROVISIONAL BALLOT FOR ACCEPTING OR REJECTING  
SOLUTIA'S FIFTH AMENDED JOINT PLAN OF REORGANIZATION**

**CLASS 3: SENIOR SECURED NOTE CLAIMS**

**THIS IS A PROVISIONAL BALLOT. TO THE EXTENT THAT CLASS 3 SENIOR SECURED NOTE CLAIMS ARE UNIMPAIRED AND NOT ENTITLED TO VOTE ON THE AMENDED PLAN, THIS BALLOT WILL BE DISREGARDED.**

**THE VOTING DEADLINE FOR THE RECEIPT OF BALLOTS AND MASTER BALLOTS BY THE VOTING AGENT IS 5:00 P.M., EASTERN TIME, ON NOVEMBER 26, 2007.**

**TO HAVE YOUR VOTE COUNTED, YOU MUST COMPLETE, SIGN AND RETURN THIS BALLOT IN THE ENVELOPE PROVIDED. IF THE ENVELOPE IS ADDRESSED TO YOUR BROKERAGE FIRM OR BANK OR ITS AGENT (EACH, A "NOMINEE"), YOU MUST ALLOW ENOUGH TIME FOR YOUR NOMINEE TO RECEIVE YOUR BALLOT, COMPLETE A MASTER BALLOT AND TRANSMIT THE MASTER BALLOT TO THE VOTING AGENT BEFORE THE VOTING DEADLINE.**

This Ballot is submitted to you by Solutia to solicit your vote to accept or reject Solutia's Fifth Amended Joint Plan of Reorganization (the "Amended Plan") dated October 19, 2007, which is described in Solutia's Fifth Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code, dated October 19, 2007 (the "Disclosure Statement"). Capitalized terms used in this Ballot or the attached instructions that are not otherwise defined have the meanings given to them in Amended Plan.

The Amended Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class who vote on the Amended Plan and if the Amended Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Amended Plan if it finds that the Amended Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, each Class or Classes rejecting the Amended Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

Ballot Code [ ]

**\*\*PROVISIONAL BALLOT\*\***

The debentures consist of Solutia's 11.25% Debentures due July 15, 2009 (the "Senior Secured Notes").

**IMPORTANT**

You should review the Disclosure Statement and the Amended Plan and the instructions contained herein before you vote. You may wish to seek legal advice concerning the Amended Plan and the classification and treatment of your Claim or Claims under the Amended Plan. Your Senior Secured Note Claims have been placed in Class 3 under the Amended Plan. If you hold more than one Claim against Solutia, you will receive a Ballot for each Claim you are entitled to vote.

If your vote (or if held through a Nominee, the Master Ballot cast on your behalf) is not received by Solutia's Voting Agent, Financial Balloting Group LLC, on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Amended Plan.

**THE VOTING DEADLINE IS 5:00 P.M. EASTERN TIME ON NOVEMBER 26, 2007**

Ballots will not be accepted by facsimile transmission or electronic mail.

If the Amended Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

As more fully set forth in Article X of the Amended Plan, the Amended Plan provides for certain releases and injunctions. In addition to the releases of Solutia, their affiliates and related parties, the Amended Plan provides that Monsanto and Pharmacia will be released by the following parties: (i) Solutia (other than for liabilities related to the Legacy Tort Claims, Environmental Liabilities with respect to the Legacy Sites and Monsanto's portion of Environmental Liabilities with respect to the Shared Sites); (ii) holders of Claims or Equity Interests (other than for liabilities related to the Tort Claims, the Legacy Site Claims, the NRD Claims and Claims of governmental entities); and (iii) the Retirees Committee and the Retirees for claims related to "retiree benefits" (as defined in section 1114(a) of the Bankruptcy Code). Monsanto and Pharmacia will not be released from the following claims: (i) Tort Claims; (ii) NRD Claims; (iii) Legacy Site Claims and (iv) Claims of governmental entities.

**VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT**

**HOW TO VOTE**

1. COMPLETE ITEMS 1 (unless this Ballot has been "Prevalidated" by your Nominee), 2 and 3.
2. REVIEW THE CERTIFICATIONS AND ACKNOWLEDGEMENTS IN ITEM 4.
3. **SIGN THE BALLOT (if not "Prevalidated" by your Nominee).**
4. **BALLOTS RECEIVED AFTER THE VOTING DEADLINE WILL NOT BE COUNTED.**
5. YOU MUST VOTE THE FULL AMOUNT OF YOUR CLAIM REPRESENTED BY THIS BALLOT TO ACCEPT OR REJECT THE AMENDED PLAN AND MAY NOT SPLIT YOUR VOTE.
6. ANY EXECUTED BALLOT RECEIVED THAT (A) DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE AMENDED PLAN, OR (B) THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE AMENDED PLAN, WILL NOT BE COUNTED.
7. **ALL BALLOTS MUST BE FULLY EXECUTED TO BE COUNTED. IF A BALLOT IS TO BE EXECUTED BY AN AUTHORIZED PARTY OTHER THAN THE CREDITOR AN OFFICER OR EMPLOYEE OF THE CREDITOR, OR AN ATTORNEY-AT-LAW ACTING FOR THE CREDITOR, SUFFICIENT EVIDENCE OF THE AUTHORIZED PARTY'S AUTHORITY TO EXECUTE THE BALLOT MUST BE INCLUDED WITH THE BALLOT.**

**\*\*PROVISIONAL BALLOT\*\***

**Item 1. Face Amount of Senior Secured Note Claims Voted.** The undersigned certifies that as of October 22, 2007, the undersigned was either the beneficial owner, or the nominee of a beneficial owner of the Senior Secured Notes in the following aggregate unpaid face amount (insert amount in the box below). If your Senior Secured Notes are held by a nominee on your behalf and you do not know the amount, please contact your nominee immediately. (For purposes of this Ballot, it is not necessary and you should not adjust the face amount for any accrued or unmatured interest.)

\$

**Item 2. Vote.** The undersigned, a holder of a Class 3 Senior Secured Note Claim against Solutia in the amount set forth above, votes to (check one box; if you fail to check one of the boxes below, but the Ballot is otherwise properly completed and returned your Ballot will not be counted as either an acceptance or rejection of the Amended Plan):

- Accept** the Amended Plan.
  **Reject** the Amended Plan.

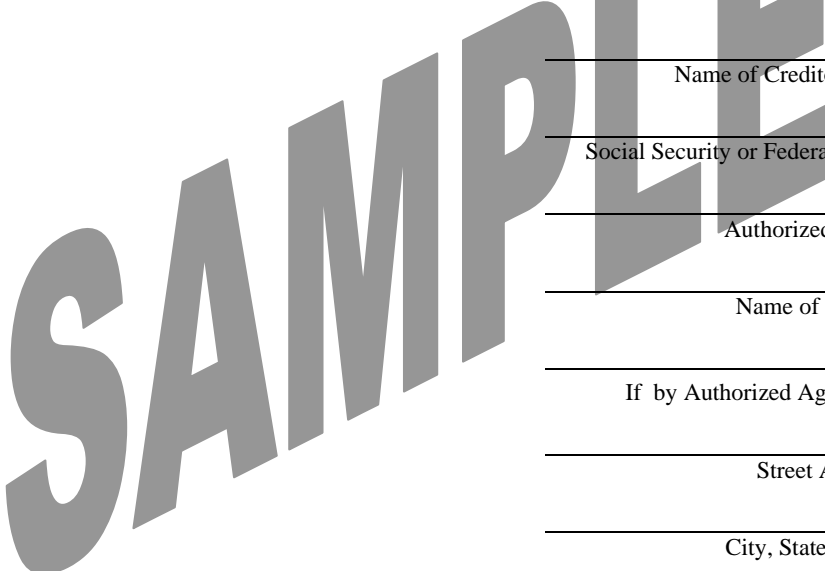
**Item 3. Identify All Other Senior Secured Note Claims Voted.** By returning this Ballot, the beneficial owner of the Senior Secured Notes identified in Item 1 certifies that (a) this Ballot is the only Ballot submitted for the Senior Secured Notes owned by such beneficial owner, except for the Senior Secured Notes identified in the following table, (b) *all* of the Senior Secured Notes for which the beneficial owner has submitted Ballots are identified in the following table, and (c) *all* Ballots for Senior Secured Note Claims submitted by the beneficial owner indicate the same vote to accept or reject the Amended Plan that the beneficial owner has indicated in Item 2 of this Ballot (please use additional sheets of paper if necessary):

**ALL SENIOR SECURED NOTE CLAIMS  
VOTED ON OTHER BALLOTS**

Customer Account Number(s) (if applicable)	Name of Bank, Broker or Other Nominee Through Which Senior Secured Notes Are Held	Face Amount of Senior Secured Notes Voted
1.		
2.		
3.		

**\*\*PROVISIONAL BALLOT\*\***

**Item 4. Certifications and Acknowledgments.** By signing this Ballot, the undersigned acknowledges and certifies that the undersigned is the Claimant or has the power and authority to vote to accept or reject the Amended Plan on behalf of the Claimant. The undersigned understands that the solicitation of votes for the Amended Plan is subject to all the terms and conditions set forth in the Disclosure Statement. The undersigned understands that, if this Ballot is validly executed but does not indicate either acceptance or rejection of the Amended Plan, this Ballot will not be counted as either an acceptance or rejection of the Amended Plan.



\_\_\_\_\_  
Name of Creditor (Please Print)

\_\_\_\_\_  
Social Security or Federal Tax I.D. No. (Optional)

\_\_\_\_\_  
Authorized Signature

\_\_\_\_\_  
Name of Signatory

\_\_\_\_\_  
If by Authorized Agent, Name and Title<sup>1</sup>

\_\_\_\_\_  
Street Address

\_\_\_\_\_  
City, State, Zip Code

\_\_\_\_\_  
Telephone Number

\_\_\_\_\_  
Date Completed

**PLEASE RETURN YOUR BALLOT PROMPTLY IN THE ENVELOPE PROVIDED.**

**IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW SUFFICIENT TIME FOR YOUR NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE VOTING AGENT BEFORE THE VOTING DEADLINE, WHICH IS 5:00 P.M. EASTERN TIME, ON NOVEMBER 26, 2007.**

**THE VOTING AGENT WILL NOT ACCEPT BALLOTS BY FACSIMILE TRANSMISSION OR EMAIL.**

**IF YOU HAVE RECEIVED A DAMAGED BALLOT OR HAVE LOST YOUR BALLOT, PLEASE CONTACT YOUR BANK OR BROKER, OR IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CALL THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC AT 800-809-3247.**

<sup>1</sup> As indicated in the Instructions, evidence of authority **must** be included with this Ballot unless (a) the signatory is an officer or employee of the entity that is the creditor or (b) the creditor is individual and the signatory is the creditor.

**\*\*PROVISIONAL BALLOT\*\***

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re**

SOLUTIA INC., *et al.*,

**Debtors.**

Chapter 11

Case No. 03-17949 (PCB)

(Jointly Administered)

**PROVISIONAL MASTER BALLOT FOR ACCEPTING OR REJECTING  
SOLUTIA'S FIFTH AMENDED JOINT PLAN OF REORGANIZATION**

**CLASS 3: SENIOR SECURED NOTE CLAIMS**

**THIS IS A PROVISIONAL BALLOT. TO THE EXTENT THAT CLASS 3 SENIOR SECURED NOTE CLAIMS ARE UNIMPAIRED AND NOT ENTITLED TO VOTE ON THE AMENDED PLAN, THIS BALLOT WILL BE DISREGARDED.**

**YOUR MASTER BALLOT MUST BE RECEIVED BY THE VOTING AGENT, BY 5:00 P.M., EASTERN TIME, ON NOVEMBER 26, 2007, THE VOTING DEADLINE, OR THE VOTES REPRESENTED BY YOUR MASTER BALLOT WILL NOT BE COUNTED.**

Solutia, together with its debtor subsidiaries, has filed Solutia's Fifth Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code, dated October 19, 2007 (the "Amended Plan"). The Amended Plan is annexed as Exhibit A to Solutia's Fifth Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code, dated October 19, 2007 (the "Disclosure Statement"). The Bankruptcy Court has approved the Disclosure Statement, which provides information to assist creditors in deciding how to vote on the Amended Plan. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Amended Plan by the Bankruptcy Court.

The debentures consist of Solutia's 11.25% Debentures due July 15, 2009 (the "Senior Secured Notes").

This Master Ballot is to be used by you, as a broker, bank, or other nominee (or as their proxy holder or agent), for beneficial owners, as of October 22, 2007, to transmit the votes of such beneficial owners to accept or reject the Amended Plan. Please take any action required to enable each beneficial owner to timely vote its Senior Secured Notes to accept or reject the Amended Plan.

Before you transmit such votes, please carefully review the Disclosure Statement and the voting procedures. If you do not have a copy of the Disclosure Statement, you may obtain such copy by contacting Solutia's voting agent (the "Voting Agent"), Financial Balloting Group LLC, at 646-282-1800. **THIS MASTER BALLOT RELATES ONLY TO VOTES CAST ON ACCOUNT OF THE SENIOR SECURED NOTES.**

MASTER BALLOT CODE [\_\_]

**\*\*PROVISIONAL BALLOT\*\***

**NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON AN AGENT OF SOLUTIA OR THE VOTING AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE AMENDED PLAN.**

**IMPORTANT**

**PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. COMPLETE, SIGN, AND DATE THIS MASTER BALLOT, AND RETURN IT SO THAT IT IS RECEIVED BY THE VOTING AGENT ON OR BEFORE THE VOTING DEADLINE BY 5:00 P.M., EASTERN TIME, ON NOVEMBER 26, 2007. IF THIS MASTER BALLOT IS NOT COMPLETED, SIGNED, AND RECEIVED ON OR BEFORE THE VOTING DEADLINE AND THE VOTING DEADLINE IS NOT EXTENDED, THE VOTES AND ELECTIONS TRANSMITTED BY THIS MASTER BALLOT WILL NOT BE COUNTED.**

You should review the Disclosure Statement, the Amended Plan and the instructions contained herein before you transmit votes and elections. You or the beneficial owners of the Senior Secured Notes for whom you are the nominee may wish to seek legal advice concerning the Amended Plan and the classification and treatment of the Senior Secured Notes Claims under the Amended Plan. Such Claims have been placed in Class 3 under the Amended Plan.

If the Amended Plan is confirmed by the Bankruptcy Court, it will be binding on you and the beneficial owners of the Senior Secured Notes for whom you are the nominee, whether or not such beneficial owners vote and whether or not any votes are transmitted by this Master Ballot.

Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Amended Plan.

As more fully set forth in Article X of the Amended Plan, the Amended Plan provides for certain releases and injunctions. In addition to the releases of Solutia, their affiliates and related parties, the Amended Plan provides that Monsanto and Pharmacia will be released by the following parties: (i) Solutia (other than for liabilities related to the Legacy Tort Claims, Environmental Liabilities with respect to the Legacy Sites and Monsanto’s portion of Environmental Liabilities with respect to the Shared Sites); (ii) holders of Claims or Equity Interests (other than for liabilities related to the Tort Claims, the Legacy Site Claims, the NRD Claims and Claims of governmental entities); and (iii) the Retirees Committee and the Retirees for claims related to “retiree benefits” (as defined in section 1114(a) of the Bankruptcy Code). Monsanto and Pharmacia will not be released from the following claims: (i) Tort Claims; (ii) NRD Claims; (iii) Legacy Site Claims and (iv) Claims of governmental entities.

**Item 1. Certification of Authority to Vote.** The undersigned certifies that it (please check the applicable box):

- is a broker, bank, or other nominee for the beneficial owners of the aggregate face amount of the Senior Secured Notes listed in Item 2 below as of October 22, 2007, or is the registered holder of such securities; or
- is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, or other nominee or a beneficial owner that on October 22, 2007 was the holder of the aggregate face amount of the Senior Secured Notes listed on Item 2 below; or
- is acting under a proxy granted by a broker, bank, or other nominee for the beneficial owners (please attach a copy of the proxy to the Master Ballot),

and accordingly, has full power and authority to vote to accept or reject the Amended Plan on behalf of the beneficial owners of the Senior Secured Notes listed in Item 2.

**\*\*PROVISIONAL BALLOT\*\***

**Item 2. Senior Secured Note Claims (Class 3) Vote on Amended Plan – Number of Beneficial Owners.** The undersigned certifies that the following beneficial owners of the Senior Secured Notes, as identified by their respective customer account numbers, were beneficial owners of the Senior Secured Notes on [INSERT] and have delivered to the undersigned, as nominee, properly executed Ballots casting votes as indicated and containing instructions for the casting of those votes on their behalf (indicate in the appropriate column the aggregate face amount voted for each account, or attach such information to this Master Ballot in the form of the following table. For purposes of this Master Ballot, accrued or unmatured interest should not be included. **Please note: Each beneficial owner must vote all of their Class 3 Senior Secured Note Claims either to accept or reject the Amended Plan and may not split such vote.**)

ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE AMENDED PLAN, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE AMENDED PLAN WILL NOT BE COUNTED.

Customer Name or Account Number for Each Beneficial Owner	Face Amount of Senior Secured Notes	
	Accept the Amended Plan	Reject the Amended Plan
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
10.	\$	\$
<b>TOTALS</b>	\$	\$

IF YOU ARE ACTING AS A NOMINEE FOR MORE THAN TEN BENEFICIAL OWNERS OF SENIOR SECURED NOTES, PLEASE ATTACH ADDITIONAL SHEETS, AS NECESSARY.

**\*\*PROVISIONAL BALLOT\*\***

**Item 3: Additional Ballots Submitted by Beneficial Owners.** The undersigned certifies that it has transcribed below the information, if any, provided in Item 3 of each Ballot received from a beneficial owner:

Your Customer Name or Account Number for Each Beneficial Owner of Senior Secured Notes	Transcribe From Item 3 of Beneficial Owner Ballot		
	Customer Account Number(s) (if applicable)	Name of Bank, Broker or Other Nominee Through Which the Senior Secured Notes Are Held	Face Amount of Senior Secured Notes Voted
1.			\$
2.			\$
3.			\$
4.			\$
5.			\$
6.			\$
7.			\$
8.			\$
9.			\$
10.			\$

**\*\*PROVISIONAL BALLOT\*\***

**Item 4: Certification.** By signing this Master Ballot, the undersigned certifies that each beneficial owner of Senior Secured Notes listed in Item 2, above, has been provided with a copy of the Disclosure Statement, including the exhibits thereto, and certifies and acknowledges that the solicitation of votes for the Amended Plan is subject to all the terms and conditions set forth in the Disclosure Statement.

Name of Broker, Bank or other Nominee:

\_\_\_\_\_  
(Print or Type)

Participant Number: \_\_\_\_\_

Name of Proxy Holder or Agent for Broker,  
Bank or Other Nominee (if applicable):

\_\_\_\_\_  
(Print or Type)

Social Security or Federal Tax I.D. No.: \_\_\_\_\_  
(If Applicable)

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Street Address: \_\_\_\_\_

City, State, Zip Code: \_\_\_\_\_

Telephone: ( ) \_\_\_\_\_

Date Completed: \_\_\_\_\_

**THIS MASTER BALLOT MUST BE RECEIVED BY THE VOTING AGENT AT THE ADDRESS BELOW, BEFORE 5:00 P.M., EASTERN TIME, ON NOVEMBER 26, 2007, OR THE VOTES TRANSMITTED HEREBY WILL NOT BE COUNTED.**

**Financial Balloting Group LLC  
757 Third Avenue, 3rd Floor  
New York, New York 10017  
646-282-1800**

**PLEASE NOTE: THE VOTING AGENT WILL NOT ACCEPT BALLOTS OR MASTER BALLOTS BY FACSIMILE TRANSMISSION OR ELECTRONIC MAIL.**

**ANY BALLOT THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR A REJECTION OF THE AMENDED PLAN, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE AMENDED PLAN WILL NOT BE COUNTED.**

# \*\*PROVISIONAL BALLOT\*\*

## INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT

### VOTING DEADLINE/VOTING AGENT:

**The Voting Deadline is 5:00 p.m., Eastern Time, on November 26, 2007.** To have the vote of your customers count, you must complete, sign, and return this Master Ballot so that it is received by the Voting Agent at the following address no later than the Voting Deadline:

Financial Balloting Group LLC  
757 Third Avenue, 3<sup>rd</sup> Floor  
New York, New York 10017  
646-282-1800

**If you are both the registered owner and beneficial owner of any face amount of the Senior Secured Notes and you wish to vote such Senior Secured Notes:** You may complete, execute, and return to the Voting Agent a Ballot with respect to the Senior Secured Notes that you as beneficial owner wish to vote.

**If you are transmitting the votes of any beneficial owners of Senior Secured Notes other than yourself, you may either:**

Complete and execute the Ballot (other than Items 2 and 3) and deliver to the beneficial owner such "prevalidated" Ballot, along with the Disclosure Statement and other materials requested to be forwarded. The beneficial owner should complete Items 2 and 3 of that Ballot and return the completed Ballot to the Voting Agent so as to be received before the Voting Deadline:

**OR**

For any Ballots you do not "prevalidate":

Deliver the Ballot to the beneficial owner, along with the Disclosure Statement and other materials requested to be forwarded, and take the necessary actions to enable such beneficial owner to (i) complete and execute such Ballot voting to accept or reject the Amended Plan with respect to its Claim(s), and (ii) return the completed, executed Ballot to you in sufficient time to enable you to complete the Master Ballot and deliver it to the Voting Agent before the Voting Deadline of 5:00 p.m., Eastern Time, on November 26, 2007; and

With respect to all Ballots returned to you, you must properly complete the Master Ballot, as follows:

- a. Check the appropriate box in Item 1 on the Master Ballot;
- b. In Item 2 of this Master Ballot, indicate the votes to accept or reject the Amended Plan, as transmitted to you by the beneficial owners of the Senior Secured Notes. To identify such beneficial owners without disclosing their names, please use the customer account number assigned by you to each such beneficial owner, or if no such customer account number exists, please assign a number to each account (making sure to retain a separate list of each beneficial owner and the assigned number). **IMPORTANT: BENEFICIAL OWNERS MAY NOT SPLIT THEIR VOTES. EACH BENEFICIAL OWNER MUST VOTE ALL OF THEIR SENIOR SECURED NOTES EITHER TO ACCEPT OR REJECT THE AMENDED PLAN. IF ANY BENEFICIAL OWNER HAS ATTEMPTED TO SPLIT SUCH VOTE, PLEASE CONTACT THE VOTING AGENT IMMEDIATELY.** Any Ballot or Master Ballot which is validly executed but (i) which does not indicate acceptance or rejection of the Amended Plan by the indicated beneficial owner, or (ii) indicates both an acceptance and rejection of the Amended Plan by the indicated beneficial owner, will not be counted as to such beneficial owner;
- c. Please note that Item 3 of this Master Ballot requests that you transcribe the information provided by each beneficial owner from Item 4 of each completed Ballot relating to the Senior Secured Notes voted;
- d. Review the certification in Item 4 of the Master Ballot;
- e. In Item 4, sign and date the Master Ballot, and provide the remaining information requested;

## \*\*PROVISIONAL BALLOT\*\*

- f. If additional space is required to respond to any item on the Master Ballot, please use additional sheets of paper clearly marked to indicate the applicable Item of the Master Ballot to which you are responding;
- g. Contact the Voting Agent to arrange for delivery of the completed Master Ballot to its offices; and
- h. Deliver the completed, executed Master Ballot so as to be *received* by the Voting Agent before the Voting Deadline. For each completed, executed Ballot returned to you by a beneficial owner, either forward such Ballot (along with your Master Ballot) to the Voting Agent or retain such Ballot in your files for one year from the Voting Deadline.

### PLEASE NOTE:

**This Master Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Amended Plan.** Holders should not surrender, at this time, certificates representing their securities. Neither Solutia nor the Voting Agent will accept delivery of any such certificates surrendered together with this Master Ballot. Surrender of securities for exchange may only be made by you, and will only be accepted pursuant to a letter of transmittal which will be furnished to you by Solutia following confirmation of the Amended Plan by the Bankruptcy Court.

No Ballot or Master Ballot shall constitute or be deemed to be a proof of Claim or equity interest or an assertion of a Claim or equity interest.

**No fees, commissions, or other remuneration will be payable** to any broker, bank, dealer, nominee, or other person for soliciting Ballots accepting the Amended Plan. Solutia will, however, upon request, reimburse you for customary mailing and handling expenses incurred by you in forwarding the Ballots and other enclosed materials to the beneficial owners of the Senior Secured Notes held by you as a nominee or in a fiduciary capacity.

**IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, BALLOTS, THE DISCLOSURE STATEMENT, OR OTHER RELATED MATERIALS, PLEASE CALL THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC AT 646-282-1800.**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
**In re** Chapter 11  
SOLUTIA INC., *et al.*, Case No. 03-17949 (PCB)  
**Debtors.** (Jointly Administered)  
-----X

**BALLOT FOR ACCEPTING OR REJECTING  
SOLUTIA'S FIFTH AMENDED JOINT PLAN OF REORGANIZATION**

**CLASS 5: CPFILMS CLAIMS**

<p><b>YOUR BALLOT MUST BE RECEIVED BY THE VOTING AGENT, BY 5:00 P.M., EASTERN TIME, ON NOVEMBER 26, 2007, THE VOTING DEADLINE, OR YOUR VOTE WILL NOT BE COUNTED</b></p>
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This Ballot is submitted to you by CPFilms to solicit your vote to accept or reject Solutia's Fifth Amended Joint Plan of Reorganization (the "Amended Plan") dated October 19, 2007, which is described in the accompanying Disclosure Statement for Solutia's Fifth Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code, dated October 19, 2007 (the "Disclosure Statement"). Capitalized terms used in this Ballot or the attached instructions that are not otherwise defined have the meanings given to them in the Amended Plan.

The Amended Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class who vote on the Amended Plan and if the Amended Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Amended Plan if it finds that the Amended Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, each Class or Classes rejecting the Amended Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. To have your vote counted, you must complete, sign and return this Ballot to **Financial Balloting Group LLC, 757 Third Avenue, 3<sup>rd</sup> Floor, New York, New York 10017** so that it is received by the deadline indicated above.

**IMPORTANT**

You should review the Disclosure Statement and the Amended Plan and the instructions contained herein before you vote. You may wish to seek legal advice concerning the Amended Plan and the classification and treatment of your Claim or Claims under the Amended Plan and your acceptance or rejection of the Amended Plan. Your CPFilms Claims have been placed in Class 5 under the Amended Plan.

If your vote is not received by CPFilms' Voting Agent, Financial Balloting Group LLC, on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Amended Plan.

**THE VOTING DEADLINE IS 5:00 P.M. EASTERN TIME ON NOVEMBER 26, 2007**

Ballots will not be accepted by facsimile transmission or electronic mail.

If the Amended Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Amended Plan.

As more fully set forth in Article X of the Amended Plan, the Amended Plan provides for certain releases and injunctions. In addition to the releases of Solutia, their affiliates and related parties, the Amended Plan provides that Monsanto and Pharmacia will be released by the following parties: (i) Solutia (other than for liabilities related to the Legacy Tort Claims, Environmental Liabilities with respect to the Legacy Sites and Monsanto's portion of Environmental Liabilities with respect to the Shared Sites); (ii) holders of Claims or Equity Interests (other than for liabilities related to the Tort Claims, the Legacy Site Claims, the NRD Claims and Claims of governmental entities); and (iii) the Retirees Committee and the Retirees for claims related to "retiree benefits" (as defined in section 1114(a) of the Bankruptcy Code). Monsanto and Pharmacia will not be released from the following claims: (i) Tort Claims; (ii) NRD Claims; (iii) Legacy Site Claims and (iv) Claims of governmental entities.

**VOTING INFORMATION AND INSTRUCTIONS  
FOR COMPLETING THE BALLOT**

**HOW TO VOTE**

1. COMPLETE ITEM 1.
2. REVIEW THE CERTIFICATIONS AND ACKNOWLEDGEMENTS IN ITEM 2.
3. **SIGN THE BALLOT.**
4. RETURN THE BALLOT BY MAIL (AN ENVELOPE ADDRESSED TO FINANCIAL BALLOTING GROUP LLC IS ENCLOSED FOR YOUR CONVENIENCE), OVERNIGHT COURIER OR PERSONAL DELIVERY TO FINANCIAL BALLOTING GROUP LLC (SO THAT IT IS RECEIVED BY 5:00 P.M. EASTERN TIME ON NOVEMBER 26, 2007) AT THE FOLLOWING ADDRESS:  

FINANCIAL BALLOTING GROUP LLC  
757 THIRD AVENUE, 3<sup>RD</sup> FLOOR  
NEW YORK, NEW YORK 10017
5. **BALLOTS RECEIVED AFTER THE VOTING DEADLINE WILL NOT BE COUNTED.**
6. YOU MUST VOTE THE FULL AMOUNT OF YOUR CLAIM REPRESENTED BY THIS BALLOT TO ACCEPT OR REJECT THE AMENDED PLAN AND MAY NOT SPLIT YOUR VOTE.
7. ANY EXECUTED BALLOT RECEIVED THAT (A) DOES NOT INDICATE AN ACCEPTANCE OR REJECTION OF THE AMENDED PLAN, OR (B) THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN, WILL NOT BE COUNTED.
8. **ALL BALLOTS MUST BE FULLY EXECUTED TO BE COUNTED. IF A BALLOT IS TO BE EXECUTED BY AN AUTHORIZED PARTY OTHER THAN AN OFFICER OR EMPLOYEE OF THE CREDITOR, OR AN ATTORNEY-AT-LAW ACTING FOR THE CREDITOR, SUFFICIENT EVIDENCE OF THE AUTHORIZED PARTY'S AUTHORITY TO EXECUTE THE BALLOT MUST BE INCLUDED WITH THE BALLOT.**

**Item 1. Vote.** The undersigned, a holder of a CPFilms Claim against CPFilms in the amount set forth below, votes to (check one box; if you fail to check one of the boxes below, but the Ballot is otherwise properly completed and returned your Ballot will not be counted as either an acceptance or rejection of the Amended Plan):

**Accept** the Amended Plan.

**Reject** the Amended Plan.

Voting Amount: \$ \_\_\_\_\_

_____
Name of Creditor (Please Print)
_____
Social Security or Federal Tax I.D. No.
_____
Authorized Signature
_____
Name of Signatory
_____
If by Authorized Agent, Name and Title <sup>1</sup>
_____
Street Address
_____
City, State, Zip Code
_____
Telephone Number
_____
Date Completed

**PLEASE RETURN YOUR BALLOT PROMPTLY SO THAT IT IS RECEIVED BY THE VOTING AGENT AT THE ADDRESS BELOW, BY 5:00 P.M. EASTERN TIME ON NOVEMBER 26, 2007, THE VOTING DEADLINE.**

**Financial Balloting Group LLC  
757 Third Avenue, 3rd Floor  
New York, New York 10017  
800-809-3247**

**THE VOTING AGENT WILL NOT ACCEPT BALLOTS BY FACSIMILE TRANSMISSION OR EMAIL.**

**IF YOU HAVE RECEIVED A DAMAGED BALLOT OR HAVE LOST YOUR BALLOT, OR IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CALL THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC AT 800-809-3247.**

<sup>1</sup> As indicated in the Instructions, evidence of authority **must** be included with this Ballot unless (a) the signatory is an officer or employee of the entity that is the creditor or (b) the creditor is individual and the signatory is the creditor.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
<b>In re</b>	: Chapter 11
SOLUTIA INC., <i>et al.</i> ,	: Case No. 03-17949 (PCB)
<b>Debtors.</b>	: (Jointly Administered)
-----X	

**BALLOT FOR ACCEPTING OR REJECTING  
SOLUTIA'S FIFTH AMENDED JOINT PLAN OF REORGANIZATION**

**CLASS 11: MONSANTO CLAIM**

<p><b>YOUR BALLOT MUST BE <i>RECEIVED</i> BY THE VOTING AGENT, BY 5:00 P.M., EASTERN TIME, ON NOVEMBER 26, 2007, THE VOTING DEADLINE, OR YOUR VOTE WILL NOT BE COUNTED</b></p>
--

This Ballot is submitted to you by Solutia to solicit your vote to accept or reject Solutia's Fifth Amended Joint Plan of Reorganization (the "Amended Plan") dated October 19, 2007, which is described in the accompanying Disclosure Statement for Solutia's Fifth Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code, dated October 19, 2007 (the "Disclosure Statement"). Capitalized terms used in this Ballot or the attached instructions that are not otherwise defined have the meanings given to them in the Amended Plan.

The Amended Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class who vote on the Amended Plan and if the Amended Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Amended Plan if it finds that the Amended Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, each Class or Classes rejecting the Amended Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. To have your vote counted, you must complete, sign and return this Ballot to **Financial Balloting Group LLC, 757 Third Avenue, 3<sup>rd</sup> Floor, New York, New York 10017** so that it is received by the deadline indicated above.

**VOTING INFORMATION AND INSTRUCTIONS  
FOR COMPLETING THE BALLOT**

**IMPORTANT**

You should review the Disclosure Statement and the Amended Plan before you vote. The Monsanto Claim has been placed in Class 11 under the Amended Plan.

If your vote is not received by Solutia's Voting Agent, Financial Balloting Group LLC, on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Amended Plan.

**THE VOTING DEADLINE IS 5:00 P.M. EASTERN TIME ON NOVEMBER 26, 2007**

Ballots will not be accepted by facsimile transmission or electronic mail.

If the Amended Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Amended Plan.

As more fully set forth in Article X of the Amended Plan, the Amended Plan provides for certain releases and injunctions. In addition to the releases of Solutia, their affiliates and related parties, the Amended Plan provides that Monsanto and Pharmacia will be released by the following parties: (i) Solutia (other than for liabilities related to the Legacy Tort Claims, Environmental Liabilities with respect to the Legacy Sites and Monsanto's portion of Environmental Liabilities with respect to the Shared Sites); (ii) holders of Claims or Equity Interests (other than for liabilities related to the Tort Claims, the Legacy Site Claims, the NRD Claims and Claims of governmental entities); and (iii) the Retirees Committee and the Retirees for claims related to "retiree benefits" (as defined in section 1114(a) of the Bankruptcy Code). Monsanto and Pharmacia will not be released from the following claims: (i) Tort Claims; (ii) NRD Claims; (iii) Legacy Site Claims and (iv) Claims of governmental entities.

PLEASE COMPLETE ITEMS 1 AND 2. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS EITHER AN ACCEPTANCE OR REJECTION OF THE AMENDED PLAN.

**HOW TO VOTE**

1. COMPLETE ITEM 1.
2. REVIEW THE CERTIFICATIONS AND ACKNOWLEDGEMENTS IN ITEM 2.
3. **SIGN THE BALLOT.**
4. RETURN THE BALLOT BY MAIL (AN ENVELOPE ADDRESSED TO FINANCIAL BALLOTING GROUP LLC IS ENCLOSED FOR YOUR CONVENIENCE), OVERNIGHT COURIER OR PERSONAL DELIVERY TO FINANCIAL BALLOTING GROUP LLC (**SO THAT IT IS RECEIVED BY 5:00 P.M. EASTERN TIME ON NOVEMBER 26, 2007**) AT THE FOLLOWING ADDRESS:  

FINANCIAL BALLOTING GROUP LLC  
757 THIRD AVENUE, 3<sup>RD</sup> FLOOR  
NEW YORK, NEW YORK 10017
5. **BALLOTS RECEIVED AFTER THE VOTING DEADLINE WILL NOT BE COUNTED.**
6. YOU MUST VOTE THE FULL AMOUNT OF YOUR CLAIM REPRESENTED BY THIS BALLOT *EITHER* TO ACCEPT *OR* REJECT THE AMENDED PLAN AND MAY NOT SPLIT YOUR VOTE.
7. ANY EXECUTED BALLOT RECEIVED THAT (A) DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE AMENDED PLAN, OR (B) THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE AMENDED PLAN, WILL NOT BE COUNTED AS EITHER AN ACCEPTANCE OR REJECTION OF THE AMENDED PLAN.
8. **ALL BALLOTS MUST BE FULLY EXECUTED TO BE COUNTED. IF A BALLOT IS TO BE EXECUTED BY AN AUTHORIZED PARTY OTHER THAN AN OFFICER OR EMPLOYEE OF THE CREDITOR, SUFFICIENT EVIDENCE OF THE AUTHORIZED PARTY'S AUTHORITY TO EXECUTE THE BALLOT MUST BE INCLUDED WITH THE BALLOT.**

**Item 1. Vote.** The undersigned, the holder of the Monsanto Claim against Solutia in the amount set forth below, votes to (check one box; if you fail to check one of the boxes below, but the Ballot is otherwise properly completed and returned your Ballot will not be counted as either an acceptance or rejection of the Amended Plan):

**Accept** the Amended Plan.

**Reject** the Amended Plan.

SAMPLE

**Item 2. Certifications and Acknowledgments.** By signing this Ballot, the undersigned acknowledges and certifies that (a) the undersigned is the Claimant or has the power and authority to vote to accept or reject the Amended Plan on behalf of the Claimant, and (b) the Social Security or Federal Tax I.D. No. provided below is true and correct. The undersigned understands that the solicitation of votes for the Amended Plan is subject to all the terms and conditions set forth in the Disclosure Statement. The undersigned understands that, if this Ballot is validly executed but does not indicate either acceptance or rejection of the Amended Plan, this Ballot will not be counted as either an acceptance or rejection of the Amended Plan. The undersigned acknowledges that any election made on this Ballot will be binding on its successors, heirs and assigns including, without limitation, any transferee.

Name of Creditor (Please Print)
Social Security or Federal Tax I.D. No.
Authorized Signature
Name of Signatory
If by Authorized Agent, Name and Title <sup>1</sup>
Street Address
City, State, Zip Code
Telephone Number
Date Completed

**PLEASE RETURN YOUR BALLOT PROMPTLY SO THAT IT IS RECEIVED BY THE VOTING AGENT AT THE ADDRESS BELOW, BY 5:00 P.M. EASTERN TIME ON NOVEMBER 26, 2007, THE VOTING DEADLINE.**

**Financial Balloting Group LLC  
757 Third Avenue, 3rd Floor  
New York, New York 10017  
646-282-1800**

**THE VOTING AGENT WILL NOT ACCEPT BALLOTS BY FACSIMILE TRANSMISSION OR EMAIL.**

**IF YOU HAVE RECEIVED A DAMAGED BALLOT OR HAVE LOST YOUR BALLOT, OR IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CALL THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC AT 646-282-1800.**

<sup>1</sup> As indicated in the Instructions, evidence of authority **must** be included with this Ballot unless (a) the signatory is an officer or employee of the entity that is the creditor or (b) the creditor is individual and the signatory is the creditor.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
 :  
**In re** : Chapter 11  
 :  
 SOLUTIA INC., *et al.*, : Case No. 03-17949 (PCB)  
 :  
**Debtors.** : (Jointly Administered)  
 :  
 -----X

**BALLOT FOR ACCEPTING OR REJECTING  
SOLUTIA'S FIFTH AMENDED JOINT PLAN OF REORGANIZATION**

**CLASS 12: NOTEHOLDER CLAIMS**

**YOUR BALLOT MUST BE RECEIVED BY THE VOTING  
AGENT, BY 5:00 P.M., EASTERN TIME, ON NOVEMBER  
26, 2007, THE VOTING DEADLINE, OR YOUR VOTE  
WILL NOT BE COUNTED**

This Ballot is submitted to you by Solutia to solicit your vote to accept or reject Solutia's Fifth Amended Joint Plan of Reorganization (the "Amended Plan") dated October 19, 2007, which is described in the accompanying Disclosure Statement for Solutia's Fifth Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code, dated October 19, 2007 (the "Disclosure Statement"). Capitalized terms used in this Ballot or the attached instructions that are not otherwise defined have the meanings given to them in Amended Plan.

The Amended Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class who vote on the Amended Plan and if the Amended Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Amended Plan if it finds that the Amended Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, each Class or Classes rejecting the Amended Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

**TO HAVE YOUR VOTE COUNTED, YOU MUST COMPLETE, SIGN AND RETURN THIS BALLOT IN THE ENVELOPE PROVIDED. IF THE ENVELOPE IS ADDRESSED TO YOUR BROKERAGE FIRM OR BANK OR ITS AGENT (EACH, A "NOMINEE"), YOU MUST ALLOW ENOUGH TIME FOR YOUR NOMINEE TO CAST YOUR VOTE ON A MASTER BALLOT SO THAT IT IS RECEIVED BY THE VOTING AGENT BEFORE THE VOTING DEADLINE.**

The debentures consist of Solutia's 6.72% Debentures due October 15, 2037 and/or the 7.735% Debentures due October 15, 2027 (collectively, the "Notes").

Ballot Code [ ]

**IMPORTANT**

**You should review the Disclosure Statement and the Amended Plan and the instructions contained herein before you vote. You may wish to seek legal advice concerning the Amended Plan and the classification and treatment of your Claim or Claims under the Amended Plan. Your Noteholder Claims have been placed in Class 12 under the Amended Plan. If you hold more than one Claim against Solutia, you will receive a Ballot for each Claim you are entitled to vote.**

**If your vote (or if held through a Nominee, the Master Ballot cast on your behalf) is not received by Solutia's Voting Agent, Financial Balloting Group LLC, on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Amended Plan.**

**THE VOTING DEADLINE IS 5:00 P.M. EASTERN TIME ON NOVEMBER 26, 2007**

**Ballots will not be accepted by facsimile transmission or electronic mail.**

**If the Amended Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.**

**Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Amended Plan.**

**As more fully set forth in Article X of the Amended Plan, the Amended Plan provides for certain releases and injunctions. In addition to the releases of Solutia, their affiliates and related parties, the Amended Plan provides that Monsanto and Pharmacia will be released by the following parties: (i) Solutia (other than for liabilities related to the Legacy Tort Claims, Environmental Liabilities with respect to the Legacy Sites and Monsanto's portion of Environmental Liabilities with respect to the Shared Sites); (ii) holders of Claims or Equity Interests (other than for liabilities related to the Tort Claims, the Legacy Site Claims, the NRD Claims and Claims of governmental entities); and (iii) the Retirees Committee and the Retirees for claims related to "retiree benefits" (as defined in section 1114(a) of the Bankruptcy Code). Monsanto and Pharmacia will not be released from the following claims: (i) Tort Claims; (ii) NRD Claims; (iii) Legacy Site Claims and (iv) Claims of governmental entities. In addition, as more fully set forth in Article X of the Amended Plan, the Amended Plan provides for certain releases and injunctions of the Prepetition Indenture Trustee and the advisors and attorneys for the Prepetition Indenture Trustee.**

**VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT**

**HOW TO VOTE**

1. COMPLETE ITEMS 1 (unless this Ballot has been “Prevalidated” by your Nominee), 2 and 3.
2. REVIEW THE CERTIFICATIONS AND ACKNOWLEDGEMENTS IN ITEM 4.
3. **SIGN THE BALLOT (if not “Prevalidated” by your Nominee).**
4. **BALLOTS RECEIVED AFTER THE VOTING DEADLINE WILL NOT BE COUNTED.**
5. YOU MUST VOTE THE FULL AMOUNT OF YOUR CLAIM REPRESENTED BY THIS BALLOT TO ACCEPT OR REJECT THE AMENDED PLAN AND MAY NOT SPLIT YOUR VOTE.
6. ANY EXECUTED BALLOT RECEIVED THAT (A) DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE AMENDED PLAN, OR (B) THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE AMENDED PLAN, WILL NOT BE COUNTED.
7. **ALL BALLOTS MUST BE FULLY EXECUTED TO BE COUNTED. IF A BALLOT IS TO BE EXECUTED BY AN AUTHORIZED PARTY OTHER THAN THE CREDITOR AN OFFICER OR EMPLOYEE OF THE CREDITOR, OR AN ATTORNEY-AT-LAW ACTING FOR THE CREDITOR, SUFFICIENT EVIDENCE OF THE AUTHORIZED PARTY'S AUTHORITY TO EXECUTE THE BALLOT MUST BE INCLUDED WITH THE BALLOT.**

**THE RIGHTS OFFERING**

Please note that there is also a Rights Offering being made to each “Eligible Holder,” as defined in the Amended Plan. Please see the Rights Offering Procedures, which have been distributed to Eligible Holders and are discussed in Section VIII.A.3(b) of the Disclosure Statement and Section V.H. of the Amended Plan for additional information about the Rights Offering.

IF YOU HOLD A NOTEHOLDER CLAIM THAT ENTITLES YOU TO PARTICIPATE IN THE RIGHTS OFFERING, AND YOU WISH TO EXERCISE YOUR RIGHTS, YOU MUST PROVIDE YOUR INSTRUCTIONS TO YOUR NOMINEE, AND YOUR NOMINEE MUST EFFECT ANY SUCH SUBSCRIPTION ON YOUR BEHALF PRIOR TO THE RIGHTS OFFERING DEADLINE.

YOUR RIGHTS OFFERING SUBSCRIPTION FORM WAS SEPARATELY MAILED TO YOU. IF YOU HAVE NOT RECEIVED A RIGHTS OFFERING SUBSCRIPTION FORM, PLEASE CONTACT THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC AT 800-809-3247.

**Item 1. Principal Amount of Noteholder Claims Voted.** The undersigned certifies that as of October 22, 2007, the undersigned was either the beneficial owner, or the nominee of a beneficial owner of the Notes in the following aggregate unpaid principal amount (insert amount in the box below). If your Notes are held by a nominee on your behalf and you do not know the amount, please contact your nominee immediately. (For purposes of this Ballot, it is not necessary and you should not adjust the principal amount for any accrued or unmatured interest.)

\$

**Item 2. Vote.** The undersigned, a holder of a Class 12 Noteholder Claim against Solutia in the amount set forth above, votes to (check one box; if you fail to check one of the boxes below, but the Ballot is otherwise properly completed and returned your Ballot will not be counted as either an acceptance or rejection of the Amended Plan):

- Accept** the Amended Plan.
  **Reject** the Amended Plan.

**Item 3. Identify All Other Noteholder Claims Voted.** By returning this Ballot, the beneficial owner of the Notes identified in Item 1 certifies that (a) this Ballot is the only Ballot submitted for the Notes owned by such beneficial owner, except for the Notes identified in the following table, (b) *all* of the Notes for which the beneficial owner has submitted Ballots are identified in the following table, and (c) *all* Ballots for Notes Claims submitted by the beneficial owner indicate the same vote to accept or reject the Amended Plan that the beneficial owner has indicated in Item 2 of this Ballot (please use additional sheets of paper if necessary):

**ALL NOTEHOLDER CLAIMS  
VOTED ON OTHER BALLOTS**

Customer Account Number(s) (if applicable)	Name of Bank, Broker or Other Nominee Through Which Notes Are Held	Principal Amount of Notes Voted	Note Issue (Maturity and Coupon or CUSIP Number)
1.			
2.			
3.			

**Item 4. Certifications and Acknowledgments.** By signing this Ballot, the undersigned acknowledges and certifies that the undersigned is the Claimant or has the power and authority to vote to accept or reject the Amended Plan on behalf of the Claimant. The undersigned understands that the solicitation of votes for the Amended Plan is subject to all the terms and conditions set forth in the Disclosure Statement. The undersigned understands that, if this Ballot is validly executed but does not indicate either acceptance or rejection of the Amended Plan, this Ballot will not be counted as either an acceptance or rejection of the Amended Plan.

**SAMPLE**

\_\_\_\_\_  
Name of Creditor (Please Print)

\_\_\_\_\_  
Social Security or Federal Tax I.D. No. (Optional)

\_\_\_\_\_  
Authorized Signature

\_\_\_\_\_  
Name of Signatory

\_\_\_\_\_  
If by Authorized Agent, Name and Title<sup>1</sup>

\_\_\_\_\_  
Street Address

\_\_\_\_\_  
City, State, Zip Code

\_\_\_\_\_  
Telephone Number

\_\_\_\_\_  
Date Completed

**PLEASE RETURN YOUR BALLOT PROMPTLY SO THAT IT IS RECEIVED BY THE VOTING AGENT BY 5:00 P.M. EASTERN TIME ON NOVEMBER 26, 2007, THE VOTING DEADLINE.**

**THE VOTING AGENT WILL NOT ACCEPT BALLOTS BY FACSIMILE TRANSMISSION OR EMAIL.**

**IF YOU HAVE RECEIVED A DAMAGED BALLOT OR HAVE LOST YOUR BALLOT, PLEASE CONTACT YOUR BANK OR BROKER, OR IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CALL THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC AT 800-809-3247.**

**PLEASE NOTE THAT THERE IS ALSO A RIGHTS OFFERING BEING MADE TO EACH "ELIGIBLE HOLDER," AS DEFINED IN THE AMENDED PLAN. PLEASE SEE THE RIGHTS OFFERING PROCEDURES, WHICH HAVE BEEN DISTRIBUTED TO ELIGIBLE HOLDERS AND ARE DISCUSSED IN SECTION VII.C.1 OF THE DISCLOSURE STATEMENT AND SECTION V.H OF THE AMENDED PLAN FOR ADDITIONAL INFORMATION ABOUT THE RIGHTS OFFERING.**

<sup>1</sup> As indicated in the Instructions, evidence of authority **must** be included with this Ballot unless (a) the signatory is an officer or employee of the entity that is the creditor or (b) the creditor is individual and the signatory is the creditor.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	X	
<b>In re</b>	:	Chapter 11
SOLUTIA INC., <i>et al.</i> ,	:	Case No. 03-17949 (PCB)
<b>Debtors.</b>	:	(Jointly Administered)
-----X	X	

**MASTER BALLOT FOR ACCEPTING OR REJECTING  
SOLUTIA'S FIFTH AMENDED JOINT PLAN OF REORGANIZATION**

**CLASS 12: NOTEHOLDER CLAIMS**

**YOUR MASTER BALLOT MUST BE RECEIVED BY THE VOTING AGENT, BY 5:00 P.M., EASTERN TIME, ON NOVEMBER 26, 2007, THE VOTING DEADLINE, OR THE VOTES REPRESENTED BY YOUR MASTER BALLOT WILL NOT BE COUNTED.**

Solutia, together with its subsidiary debtors, has filed Solutia's Fifth Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code, dated October 19, 2007 (the "Amended Plan"). The Amended Plan is annexed as Exhibit A to Solutia's Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code, dated October 19, 2007 (the "Disclosure Statement"). The Bankruptcy Court has approved the Disclosure Statement, which provides information to assist creditors in deciding how to vote on the Amended Plan. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Amended Plan by the Bankruptcy Court.

The debentures consist of Solutia's 6.72% Debentures due October 15, 2037 and/or 7.375% Debentures Due October 15, 2027 (collectively, the "Notes").

This Master Ballot is to be used by you, as a broker, bank, or other nominee (or as their proxy holder or agent), for beneficial owners, as of October 22, 2007, to transmit the votes of such beneficial owners to accept or reject the Amended Plan. Please take any action required to enable each beneficial owner to timely vote its Notes to accept or reject the Amended Plan.

Before you transmit such votes, please carefully review the Disclosure Statement and the voting procedures. If you do not have a copy of the Disclosure Statement, you may obtain such copy by contacting Solutia's voting agent (the "Voting Agent"), Financial Balloting Group LLC, at 646-282-1800. **THIS MASTER BALLOT RELATES ONLY TO VOTES CAST ON ACCOUNT OF THE NOTES.**

**NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON AN AGENT OF ANY OF SOLUTIA OR THE VOTING AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE AMENDED PLAN.**

**IMPORTANT**

**PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. COMPLETE, SIGN, AND DATE THIS MASTER BALLOT, AND RETURN IT SO THAT IT IS RECEIVED BY THE VOTING AGENT ON OR BEFORE THE VOTING DEADLINE BY 5:00 P.M., EASTERN TIME, ON NOVEMBER 26, 2007. IF THIS MASTER BALLOT IS NOT COMPLETED, SIGNED, AND RECEIVED ON OR BEFORE THE VOTING DEADLINE AND THE VOTING DEADLINE IS NOT EXTENDED, THE VOTES AND ELECTIONS TRANSMITTED BY THIS MASTER BALLOT WILL NOT BE COUNTED.**

You should review the Disclosure Statement, the Amended Plan and the instructions contained herein before you transmit votes and elections. You or the beneficial owners of the Notes for whom you are the nominee may wish to seek legal advice concerning the Amended Plan and the classification and treatment of the Notes Claims under the Amended Plan. Such Claims have been placed in Class 12 under the Amended Plan.

If the Amended Plan is confirmed by the Bankruptcy Court, it will be binding on you and the beneficial owners of the Notes for whom you are the nominee, whether or not such beneficial owners vote and whether or not any votes are transmitted by this Master Ballot.

Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Amended Plan.

Please note that there is also a Rights Offering being made to each "Eligible Holder," as defined in the Amended Plan. Please see the Rights Offering Procedures, which have been distributed to Eligible Holders and are discussed in Section VIII.A.3(b) of the Disclosure Statement and Section V.H. of the Amended Plan for additional information about the Rights Offering.

As more fully set forth in Article X of the Amended Plan, the Amended Plan provides for certain releases and injunctions. In addition to the releases of Solutia, their affiliates and related parties, the Amended Plan provides that Monsanto and Pharmacia will be released by the following parties: (i) Solutia (other than for liabilities related to the Legacy Tort Claims, Environmental Liabilities with respect to the Legacy Sites and Monsanto's portion of Environmental Liabilities with respect to the Shared Sites); (ii) holders of Claims or Equity Interests (other than for liabilities related to the Tort Claims, the Legacy Site Claims, the NRD Claims and Claims of governmental entities); and (iii) the Retirees Committee and the Retirees for claims related to "retiree benefits" (as defined in section 1114(a) of the Bankruptcy Code). Monsanto and Pharmacia will not be released from the following claims: (i) Tort Claims; (ii) NRD Claims; (iii) Legacy Site Claims and (iv) Claims of governmental entities. In addition, as more fully set forth in Article X of the Amended Plan, the Amended Plan provides for certain releases and injunctions of the Prepetition Indenture Trustee and the advisors and attorneys for the Prepetition Indenture Trustee.

**Item 1. Certification of Authority to Vote.** The undersigned certifies that it (please check the applicable box):

- is a broker, bank, or other nominee for the beneficial owners of the aggregate principal amount of the Notes listed in Item 2 below as of October 22, 2007, or is the registered holder of such securities; or
- is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, or other nominee or a beneficial owner that on October 22, 2007 was the holder of the aggregate principal amount of the Notes listed on Item 2 below; or
- is acting under a proxy granted by a broker, bank, or other nominee for the beneficial owners (please attach a copy of the proxy to the Master Ballot),

and accordingly, has full power and authority to vote to accept or reject the Amended Plan on behalf of the beneficial owners of the Notes listed in Item 2.

**Item 2. Noteholder Claims (Class 12) Vote on Amended Plan – Number of Beneficial Owners.** The undersigned certifies that the following beneficial owners of the Notes, as identified by their respective customer account numbers, were beneficial owners of the Notes on October 22, 2007 and have delivered to the undersigned, as nominee, properly executed Ballots casting votes as indicated and containing instructions for the casting of those votes on their behalf (indicate in the appropriate column the aggregate principal amount voted for each account, or attach such information to this Master Ballot in the form of the following table. For purposes of this Master Ballot, accrued or unmatured interest should not be included. **Please note: Each beneficial owner must vote all of their Class 12 Noteholder Claims either to accept or reject the Amended Plan and may not split such vote.)**

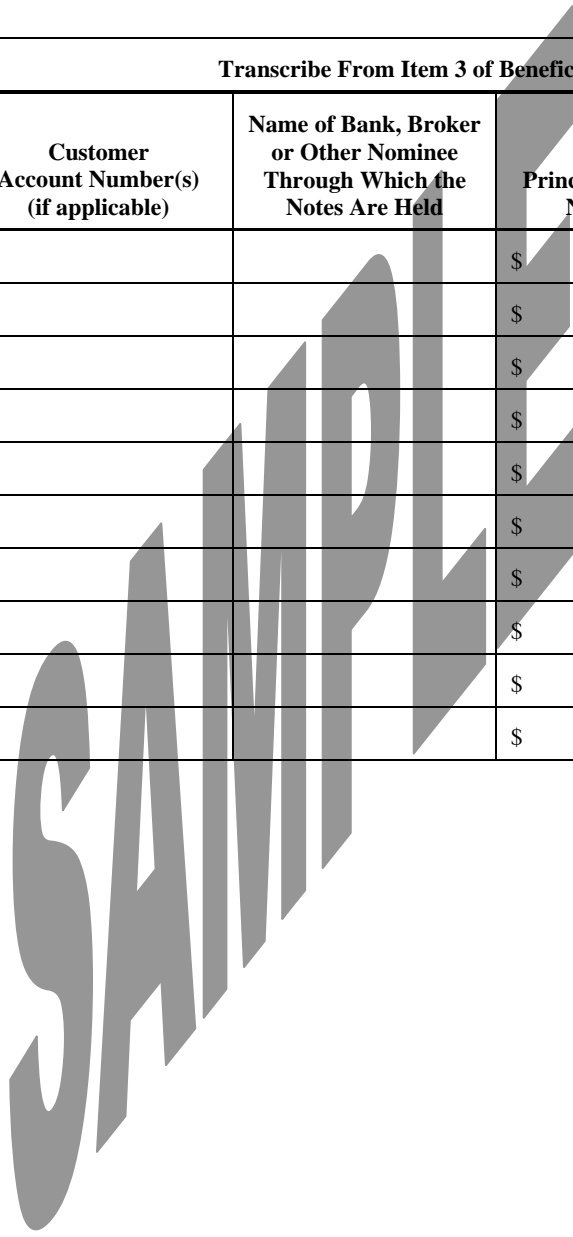
ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE AMENDED PLAN, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE AMENDED PLAN WILL NOT BE COUNTED.

Customer Name or Account Number for Each Beneficial Owner	Face Amount of Notes	
	Accept the Amended Plan	Reject the Amended Plan
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
10.	\$	\$
<b>TOTALS</b>	\$	\$

IF YOU ARE ACTING AS A NOMINEE FOR MORE THAN TEN BENEFICIAL OWNERS OF NOTES, PLEASE ATTACH ADDITIONAL SHEETS, AS NECESSARY.

**Item 3: Additional Ballots Submitted by Beneficial Owners.** The undersigned certifies that it has transcribed below the information, if any, provided in Item 3 of each Ballot received from a beneficial owner:

Your Customer Name or Account Number for Each Beneficial Owner of Notes	Transcribe From Item 3 of Beneficial Owner Ballot			
	Customer Account Number(s) (if applicable)	Name of Bank, Broker or Other Nominee Through Which the Notes Are Held	Principal Amount of Notes Voted	Note Issue (Maturity and Coupon or CUSIP number)
1.			\$	
2.			\$	
3.			\$	
4.			\$	
5.			\$	
6.			\$	
7.			\$	
8.			\$	
9.			\$	
10.			\$	



**Item 4: Certification.** By signing this Master Ballot, the undersigned certifies that each beneficial owner of Notes listed in Item 2, above, has been provided with a copy of the Disclosure Statement, including the exhibits thereto, and certifies and acknowledges that the solicitation of votes for the Amended Plan is subject to all the terms and conditions set forth in the Disclosure Statement.

Name of Broker, Bank or other Nominee:

\_\_\_\_\_  
(Print or Type)

Participant Number:

Name of Proxy Holder or Agent for Broker,  
Bank or Other Nominee (if applicable):

\_\_\_\_\_  
(Print or Type)

Social Security or Federal Tax I.D. No.: \_\_\_\_\_  
(If Applicable)

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Street Address: \_\_\_\_\_

City, State, Zip Code: \_\_\_\_\_

Telephone: ( ) \_\_\_\_\_

Date Completed: \_\_\_\_\_

**THIS MASTER BALLOT MUST BE RECEIVED BY THE VOTING AGENT AT THE ADDRESS LISTED BELOW, BEFORE 5:00 P.M., EASTERN TIME, ON NOVEMBER 26, 2007, OR THE VOTES TRANSMITTED HEREBY WILL NOT BE COUNTED.**

**FINANCIAL BALLOTING GROUP LLC  
757 THIRD AVENUE, 3RD FLOOR  
NEW YORK, NEW YORK 10017**

**PLEASE NOTE: THE VOTING AGENT WILL NOT ACCEPT BALLOTS OR MASTER BALLOTS BY FACSIMILE TRANSMISSION OR ELECTRONIC MAIL.**

**ANY BALLOT THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR A REJECTION OF THE AMENDED PLAN, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE AMENDED PLAN WILL NOT BE COUNTED.**

## INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT

### VOTING DEADLINE/VOTING AGENT:

**The Voting Deadline is 5:00 p.m., Eastern time, on November 26, 2007.** To have the vote of your customers count, you must complete, sign, and return this Master Ballot so that it is received by the Voting Agent at the following address no later than the Voting Deadline:

Financial Balloting Group LLC  
757 Third Avenue, 3<sup>rd</sup> Floor  
New York, New York 10017  
646-282-1800

**If you are both the registered owner and beneficial owner of any principal amount of the Notes and you wish to vote such Notes:** You may complete, execute, and return to the Voting Agent a Ballot with respect to the Notes that you as beneficial owner wish to vote.

**If you are transmitting the votes of any beneficial owners of Notes other than yourself, you may either:**

Complete and execute the Ballot (other than Items 2 and 3) and deliver to the beneficial owner such "prevalidated" Ballot, along with the Disclosure Statement and other materials requested to be forwarded. The beneficial owner should complete Items 2 and 3 of that Ballot and return the completed Ballot to the Voting Agent so as to be received before the Voting Deadline:

**OR**

For any Ballots you do not "prevalidate":

Deliver the Ballot to the beneficial owner, along with the Disclosure Statement and other materials requested to be forwarded, and take the necessary actions to enable such beneficial owner to (i) complete and execute such Ballot voting to accept or reject the Amended Plan with respect to its Claim(s), and (ii) return the completed, executed Ballot to you in sufficient time to enable you to complete the Master Ballot and deliver it to the Voting Agent before the Voting Deadline of 5:00 p.m., Eastern Time, on November 26, 2007; and

With respect to all Ballots returned to you, you must properly complete the Master Ballot, as follows:

- a. Check the appropriate box in Item 1 on the Master Ballot;
- b. In Item 2 of this Master Ballot, indicate the votes to accept or reject the Amended Plan, as transmitted to you by the beneficial owners of the Notes. To identify such beneficial owners without disclosing their names, please use the customer account number assigned by you to each such beneficial owner, or if no such customer account number exists, please assign a number to each account (making sure to retain a separate list of each beneficial owner and the assigned number). **IMPORTANT: BENEFICIAL OWNERS MAY NOT SPLIT THEIR VOTES. EACH BENEFICIAL OWNER MUST VOTE ALL OF THEIR NOTES EITHER TO ACCEPT OR REJECT THE AMENDED PLAN. IF ANY BENEFICIAL OWNER HAS ATTEMPTED TO SPLIT SUCH VOTE, PLEASE CONTACT THE VOTING AGENT IMMEDIATELY.** Any Ballot or Master Ballot which is validly executed but (i) which does not indicate acceptance or rejection of the Amended Plan by the indicated beneficial owner, or (ii) indicates both an acceptance and rejection of the Amended Plan by the indicated beneficial owner, will not be counted as to such beneficial owner;
- c. Please note that Item 3 of this Master Ballot requests that you transcribe the information provided by each beneficial owner from Item 4 of each completed Ballot relating to the Notes voted;
- d. Review the certification in Item 4 of the Master Ballot;
- e. In Item 4, sign and date the Master Ballot, and provide the remaining information requested;

- f. If additional space is required to respond to any item on the Master Ballot, please use additional sheets of paper clearly marked to indicate the applicable Item of the Master Ballot to which you are responding;
- g. Contact the Voting Agent to arrange for delivery of the completed Master Ballot to its offices; and
- h. Deliver the completed, executed Master Ballot so as to be *received* by the Voting Agent before the Voting Deadline. For each completed, executed Ballot returned to you by a beneficial owner, either forward such Ballot (along with your Master Ballot) to the Voting Agent or retain such Ballot in your files for one year from the Voting Deadline.

**PLEASE NOTE:**

**This Master Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Amended Plan.**

No Ballot or Master Ballot shall constitute or be deemed to be a proof of Claim or equity interest or an assertion of a Claim or equity interest.

**No fees, commissions, or other remuneration will be payable** to any broker, bank, dealer, nominee, or other person for soliciting Ballots accepting the Amended Plan. Solutia will, however, upon request, reimburse you for customary mailing and handling expenses incurred by you in forwarding the Ballots and other enclosed materials to the beneficial owners of the Notes held by you as a nominee or in a fiduciary capacity.

There is also a Rights Offering being made to each "Eligible Holder," as defined in the Amended Plan. Please see the Rights Offering Procedures, which have been distributed to Eligible Holders and are discussed in Section VIII.A.3(b) of the Disclosure Statement and Section V.H. of the Amended Plan for additional information about the Rights Offering.

**IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, BALLOTS, THE DISCLOSURE STATEMENT, OR OTHER RELATED MATERIALS, PLEASE CALL THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC AT 646-282-1800.**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
 :  
**In re** : Chapter 11  
 SOLUTIA INC., *et al.*, :  
 : Case No. 03-17949 (PCB)  
**Debtors.** : (Jointly Administered)  
 -----X

**BALLOT FOR ACCEPTING OR REJECTING  
SOLUTIA'S FIFTH AMENDED JOINT PLAN OF REORGANIZATION**

**CLASS 13: GENERAL UNSECURED CLAIMS**

<p><b>YOUR BALLOT MUST BE RECEIVED BY THE VOTING AGENT, BY 5:00 P.M., EASTERN TIME, ON NOVEMBER 26, 2007, THE VOTING DEADLINE, OR YOUR VOTE WILL NOT BE COUNTED</b></p>
---

This Ballot is submitted to you by Solutia to solicit your vote to accept or reject Solutia's Fifth Amended Joint Plan of Reorganization (the "Amended Plan") dated October 19, 2007, which is described in Solutia's Fifth Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code, dated October 19, 2007 (the "Disclosure Statement"). Capitalized terms used in this Ballot or the attached instructions that are not otherwise defined have the meanings given to them in the Amended Plan.

The Amended Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class who vote on the Amended Plan and if the Amended Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Amended Plan if it finds that the Amended Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, each Class or Classes rejecting the Amended Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. To have your vote counted, you must complete, sign and return this Ballot to **Financial Balloting Group LLC, 757 Third Avenue, 3<sup>rd</sup> Floor, New York, New York 10017** so that it is received by the deadline indicated above.

**IMPORTANT**

You should review the Disclosure Statement and the Amended Plan and the instructions contained herein before you vote. You may wish to seek legal advice concerning the Amended Plan and the classification and treatment of your Claim or Claims under the Amended Plan and your acceptance or rejection of the Amended Plan. Your General Unsecured Claims have been placed in Class 13 under the Amended Plan.

If your vote is not received by Solutia's Voting Agent, Financial Balloting Group LLC, on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Amended Plan.

**THE VOTING DEADLINE IS 5:00 P.M. EASTERN TIME ON NOVEMBER 26, 2007**

Ballots will not be accepted by facsimile transmission or electronic mail.

If the Amended Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Amended Plan.

As more fully set forth in Article X of the Amended Plan, the Amended Plan provides for certain releases and injunctions. In addition to the releases of Solutia, their affiliates and related parties, the Amended Plan provides that Monsanto and Pharmacia will be released by the following parties: (i) Solutia (other than for liabilities related to the Legacy Tort Claims, Environmental Liabilities with respect to the Legacy Sites and Monsanto's portion of Environmental Liabilities with respect to the Shared Sites); (ii) holders of Claims or Equity Interests (other than for liabilities related to the Tort Claims, the Legacy Site Claims, the NRD Claims and Claims of governmental entities); and (iii) the Retirees Committee and the Retirees for claims related to "retiree benefits" (as defined in section 1114(a) of the Bankruptcy Code). Monsanto and Pharmacia will not be released from the following claims: (i) Tort Claims; (ii) NRD Claims; (iii) Legacy Site Claims and (iv) Claims of governmental entities.

**VOTING INFORMATION AND INSTRUCTIONS  
FOR COMPLETING THE BALLOT**

**HOW TO VOTE**

1. COMPLETE ITEM 1, **OR** if you wish to accept Convenience Class treatment and reduce your Claim to \$2,500, which amount will be paid in cash in full on the Effective Date in accordance with the terms of the Amended Plan, check the box in Item 2.
2. REVIEW THE CERTIFICATIONS AND ACKNOWLEDGEMENTS IN ITEM 4.
3. **SIGN THE BALLOT.**
4. RETURN THE BALLOT BY MAIL (AN ENVELOPE ADDRESSED TO FINANCIAL BALLOTING GROUP LLC IS ENCLOSED FOR YOUR CONVENIENCE), OVERNIGHT COURIER OR PERSONAL DELIVERY TO FINANCIAL BALLOTING GROUP LLC (**SO THAT IT IS RECEIVED BY 5:00 P.M. EASTERN TIME ON NOVEMBER 26, 2007**) AT THE FOLLOWING ADDRESS:  

FINANCIAL BALLOTING GROUP LLC  
757 THIRD AVENUE, 3<sup>RD</sup> FLOOR  
NEW YORK, NEW YORK 10017
5. **BALLOTS RECEIVED AFTER THE VOTING DEADLINE WILL NOT BE COUNTED.**
6. YOU MUST VOTE THE FULL AMOUNT OF YOUR CLAIM REPRESENTED BY THIS BALLOT TO ACCEPT OR REJECT THE AMENDED PLAN AND MAY NOT SPLIT YOUR VOTE.
7. ANY EXECUTED BALLOT RECEIVED THAT (A) DOES NOT INDICATE AN ACCEPTANCE OR REJECTION OF THE AMENDED PLAN, OR (B) THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE AMENDED PLAN, WILL NOT BE COUNTED.
8. **ALL BALLOTS MUST BE FULLY EXECUTED TO BE COUNTED. IF A BALLOT IS TO BE EXECUTED BY AN AUTHORIZED PARTY OTHER THAN AN OFFICER OR EMPLOYEE OF THE CREDITOR, OR AN ATTORNEY-AT-LAW ACTING FOR THE CREDITOR, SUFFICIENT EVIDENCE OF THE AUTHORIZED PARTY'S AUTHORITY TO EXECUTE THE BALLOT MUST BE INCLUDED WITH THE BALLOT.**

**The Rights Offering and Claims Transfer Procedures**

Please note that there is also a Rights Offering being made to each “Eligible Holder,” as defined in the Amended Plan. Please see the Rights Offering Procedures, which have been distributed to Eligible Holders and are discussed in Section VII.C.1 of the Disclosure Statement and Section V.H. of the Amended Plan, for additional information about the Rights Offering.

Additionally, there is a Cash Out Option, pursuant to which, Eligible Holders of General Unsecured Claims of less than \$100,000 may elect to transfer such claims for cash in an amount equal to 52.35% of the Allowed amount of such General Unsecured Claims. **Please complete Item 3 if you qualify for and elect this treatment.** In addition, please see the Claims Transfer Procedures, which have been distributed to Eligible Holders and are discussed in Section VII.C.3 of the Disclosure Statement, for additional information about the Cash Out Option.

To the extent that you are an Eligible Holder entitled to participate in the Rights Offering, the Rights Offering Procedures and the Rights Exercise Form will accompany your ballot. As set forth in the Rights Offering Procedures, Eligible Holders that wish to exercise Rights must complete the Rights Exercise Form so it is received by the Voting Agent by the Rights Offering Deadline (as defined in the Rights Offering Procedures).

Holders who make the Voluntary Election for Convenience Claim treatment or elect the Claims Transfer Option will not be eligible to participate in the Rights Offering.

**Item 1. Vote.** The undersigned, a holder of a General Unsecured Claim against Solutia in the amount set forth below, votes to (check one box; if you fail to check one of the boxes below, but the Ballot is otherwise properly completed and returned your Ballot will not be counted as either an acceptance or rejection of the Amended Plan):

**Accept** the Amended Plan.

**Reject** the Amended Plan.

Voting Amount: \$ \_\_\_\_\_

**Item 2. Voluntary Election For Convenience Claim Treatment.** By checking the box below, the undersigned holder of a General Unsecured Claim in Class 13 elects to have its Class 13 General Unsecured Claim reduced to \$2,500 and treated as a Convenience Claim under the Amended Plan and to receive the treatment specified in Section III.B.4 of the Amended Plan, as well be as be deemed to have voted to accept the Amended Plan. Holders who make this election will not be eligible to participate in the Rights Offering. If the box below is not checked, such holder’s General Unsecured Claim will receive the treatment specified in Section III.B.13 of the Amended Plan.

**I elect Convenience Class Treatment and, if applicable, to reduce my Claim to \$2,500**

**If you elect Convenience Class Treatment please proceed to the Certification in Item 4.**

**Item 3. Claim Transfer Cash Out Option.** By checking the box below, the undersigned holder of a General Unsecured Claim in Class 13 in the amount of less than \$100,000, in lieu of consideration otherwise payable under the Amended Plan, elects to transfer its entire Class 13 General Unsecured Claim into the Claim Transfer Pool. By checking the box below, the undersigned Holder understands that its claim will be paid in cash at the rate of 52.35% (\$52.35 per \$100.00 of claim amount) if the undersigned Holder’s transfer claim election is properly made and the Claim Transfer goes forward. Holders who make this election will not be eligible to participate in the Rights Offering and shall not be entitled to any additional recovery or distribution under the Amended Plan. If the box below is not checked, such holder’s General Unsecured Claim will receive the treatment specified in Section III.B.13 of the Amended Plan. In addition, if the amount of the Claim Pool (as defined in the Claim Transfer Procedures) does not exceed the amount of Claim Transfer Rights Exercise, the Claim Transfer will not take place and your distribution under the Plan will not be effected by this election.

**PLEASE REFER TO THE CLAIM TRANSFER PROCEDURES FOR MORE INFORMATION REGARDING THE CLAIM TRANSFER.**

I elect to transfer my Claim for cash in an amount equal to 52.35% of the Allowed amount of my General Unsecured Claim

**Item 4. Certifications and Acknowledgments.** By signing this Ballot, the undersigned acknowledges and certifies that (a) the undersigned is the Claimant or has the power and authority to vote to accept or reject the Amended Plan on behalf of the Claimant, and (b) the Social Security or Federal Tax I.D. No. provided below is true and correct. The undersigned understands that the solicitation of votes for the Amended Plan is subject to all the terms and conditions set forth in the Disclosure Statement. The undersigned understands that, if this Ballot is validly executed but does not indicate either acceptance or rejection of the Amended Plan, this Ballot will not be counted as either an acceptance or rejection of the Amended Plan. The undersigned acknowledges that any election made on this Ballot will be binding on its successors, heirs and assigns including, without limitation, any transferee.

\_\_\_\_\_  
Name of Creditor (Please Print)

\_\_\_\_\_  
Social Security or Federal Tax I.D. No.

\_\_\_\_\_  
Authorized Signature

\_\_\_\_\_  
Name of Signatory

\_\_\_\_\_  
If by Authorized Agent, Name and Title<sup>1</sup>

\_\_\_\_\_  
Street Address

\_\_\_\_\_  
City, State, Zip Code

\_\_\_\_\_  
Telephone Number

\_\_\_\_\_  
Date Completed

**PLEASE RETURN YOUR BALLOT PROMPTLY SO THAT IT IS RECEIVED BY THE VOTING AGENT AT THE ADDRESS BELOW, BY 5:00 P.M. EASTERN TIME ON NOVEMBER 26, 2007, THE VOTING DEADLINE.**

**Financial Balloting Group LLC  
757 Third Avenue, 3rd Floor  
New York, New York 10017  
800-809-3247**

**THE VOTING AGENT WILL NOT ACCEPT BALLOTS BY FACSIMILE TRANSMISSION OR EMAIL.**

**IF YOU HAVE RECEIVED A DAMAGED BALLOT OR HAVE LOST YOUR BALLOT, OR IF YOU HAVE ANY QUESTIONS CONCERNING**

<sup>1</sup> As indicated in the Instructions, evidence of authority **must** be included with this Ballot unless (a) the signatory is an officer or employee of the entity that is the creditor or (b) the creditor is individual and the signatory is the creditor.

**THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CALL  
THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC AT 800-809-3247.**

**PLEASE NOTE THAT THERE IS ALSO A RIGHTS OFFERING BEING MADE  
TO EACH "ELIGIBLE HOLDER," AS DEFINED IN THE AMENDED PLAN.  
PLEASE SEE THE RIGHTS OFFERING PROCEDURES, WHICH HAVE  
BEEN DISTRIBUTED TO ELIGIBLE HOLDERS AND  
ARE DISCUSSED IN SECTION VII.C.1 OF THE DISCLOSURE STATEMENT AND  
SECTION V.H OF THE AMENDED PLAN FOR ADDITIONAL INFORMATION  
ABOUT THE RIGHTS OFFERING.**

**SAMPLE**

**W-9 Form to be Attached**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
	:	
<b>In re</b>	:	Chapter 11
SOLUTIA INC., <i>et al.</i> ,	:	Case No. 03-17949 (PCB)
	:	
<b>Debtors.</b>	:	(Jointly Administered)
-----X	:	

**BALLOT FOR ACCEPTING OR REJECTING  
SOLUTIA'S FIFTH AMENDED JOINT PLAN OF REORGANIZATION**

**CLASS 14: RETIREE CLAIM**

<p><b>YOUR BALLOT MUST BE RECEIVED BY THE VOTING AGENT, BY 5:00 P.M., EASTERN TIME, ON NOVEMBER 26, 2007, THE VOTING DEADLINE, OR YOUR VOTE WILL NOT BE COUNTED</b></p>
---

This Ballot is submitted to you by Solutia to solicit your vote to accept or reject Solutia's Fifth Amended Joint Plan of Reorganization (the "Amended Plan") dated October 19, 2007, which is described in Solutia's Fifth Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code, dated October 19, 2007 (the "Disclosure Statement"). Capitalized terms used in this Ballot or the attached instructions that are not otherwise defined have the meanings given to them in the Amended Plan.

The Amended Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class who vote on the Amended Plan and if the Amended Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Amended Plan if it finds that the Amended Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, each Class or Classes rejecting the Amended Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. To have your vote counted, you must complete, sign and return this Ballot to **Financial Balloting Group LLC, 757 Third Avenue, 3<sup>rd</sup> Floor, New York, New York 10017** so that it is received by the deadline indicated above.

**VOTING INFORMATION AND INSTRUCTIONS  
FOR COMPLETING THE BALLOT**

**IMPORTANT**

You should review the Disclosure Statement and the Amended Plan before you vote. The Retiree Claim has been placed in Class 14 under the Amended Plan.

If your vote is not received by Solutia's Voting Agent, Financial Balloting Group LLC, on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Amended Plan.

**THE VOTING DEADLINE IS 5:00 P.M. EASTERN TIME ON NOVEMBER 26, 2007**

Ballots will not be accepted by facsimile transmission or electronic mail.

If the Amended Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Amended Plan.

As more fully set forth in Article X of the Amended Plan, the Amended Plan provides for certain releases and injunctions. In addition to the releases of Solutia, their affiliates and related parties, the Amended Plan provides that Monsanto and Pharmacia will be released by the following parties: (i) Solutia (other than for liabilities related to the Legacy Tort Claims, Environmental Liabilities with respect to the Legacy Sites and Monsanto's portion of Environmental Liabilities with respect to the Shared Sites); (ii) holders of Claims or Equity Interests (other than for liabilities related to the Tort Claims, the Legacy Site Claims, the NRD Claims and Claims of governmental entities); and (iii) the Retirees Committee and the Retirees for claims related to "retiree benefits" (as defined in section 1114(a) of the Bankruptcy Code). Monsanto and Pharmacia will not be released from the following claims: (i) Tort Claims; (ii) NRD Claims; (iii) Legacy Site Claims and (iv) Claims of governmental entities.

PLEASE COMPLETE ITEMS 1 AND 2. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS EITHER AN ACCEPTANCE OR REJECTION OF THE AMENDED PLAN.

**HOW TO VOTE**

1. COMPLETE ITEM 1.
2. REVIEW THE CERTIFICATIONS AND ACKNOWLEDGEMENTS IN ITEM 2.
3. **SIGN THE BALLOT.**
4. RETURN THE BALLOT BY MAIL (AN ENVELOPE ADDRESSED TO FINANCIAL BALLOTING GROUP LLC IS ENCLOSED FOR YOUR CONVENIENCE), OVERNIGHT COURIER OR PERSONAL DELIVERY TO FINANCIAL BALLOTING GROUP LLC (**SO THAT IT IS RECEIVED BY 5:00 P.M. EASTERN TIME ON NOVEMBER 26, 2007**) AT THE FOLLOWING ADDRESS:  

FINANCIAL BALLOTING GROUP LLC  
757 THIRD AVENUE, 3<sup>RD</sup> FLOOR  
NEW YORK, NEW YORK 10017
5. **BALLOTS RECEIVED AFTER THE VOTING DEADLINE WILL NOT BE COUNTED.**
6. YOU MUST VOTE THE FULL AMOUNT OF YOUR CLAIM REPRESENTED BY THIS BALLOT *EITHER* TO ACCEPT *OR* REJECT THE AMENDED PLAN AND MAY NOT SPLIT YOUR VOTE.
7. ANY EXECUTED BALLOT RECEIVED THAT (A) DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE AMENDED PLAN, OR (B) THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE AMENDED PLAN, WILL NOT BE COUNTED AS EITHER AN ACCEPTANCE OR REJECTION OF THE AMENDED PLAN.
8. **ALL BALLOTS MUST BE FULLY EXECUTED TO BE COUNTED. IF A BALLOT IS TO BE EXECUTED BY AN AUTHORIZED PARTY OTHER THAN AN OFFICER OR EMPLOYEE OF THE CREDITOR, SUFFICIENT EVIDENCE OF THE AUTHORIZED PARTY'S AUTHORITY TO EXECUTE THE BALLOT MUST BE INCLUDED WITH THE BALLOT.**

**Item 1. Vote.** The undersigned, the holder of the Retiree Claim against Solutia in the amount set forth below, votes to (check one box; if you fail to check one of the boxes below, but the Ballot is otherwise properly completed and returned your Ballot will not be counted as either an acceptance or rejection of the Amended Plan):

**Accept** the Amended Plan.

**Reject** the Amended Plan.

Voting Amount: \$35 million

**Item 2. Certifications and Acknowledgments.** By signing this Ballot, the undersigned acknowledges and certifies that the undersigned is the Claimant or has the power and authority to vote to accept or reject the Amended Plan on behalf of the Claimant. The undersigned understands that the solicitation of votes for the Amended Plan is subject to all the terms and conditions set forth in the Disclosure Statement. The undersigned understands that, if this Ballot is validly executed but does not indicate either acceptance or rejection of the Amended Plan, this Ballot will not be counted as either an acceptance or rejection of the Amended Plan.

THE OFFICIAL COMMITTEE OF RETIREES OF  
SOLUTIA INC.

---

By: Spencer Fane Britt Browne LLP  
Its: Co-Counsel

---

By: Haskell Slaughter Young & Rediker  
Its: Co-Counsel

---

By: Kenneth M. Kettler  
Its: Chairman

**PLEASE RETURN YOUR BALLOT PROMPTLY SO THAT IT IS  
RECEIVED BY THE VOTING AGENT AT THE ADDRESS BELOW, BY 5:00 P.M. EASTERN TIME  
ON NOVEMBER 26, 2007, THE VOTING DEADLINE.**

**Financial Balloting Group LLC  
757 Third Avenue, 3rd Floor  
New York, New York 10017  
646-282-1800**

**THE VOTING AGENT WILL NOT ACCEPT BALLOTS  
BY FACSIMILE TRANSMISSION OR EMAIL.**

**IF YOU HAVE RECEIVED A DAMAGED BALLOT OR HAVE LOST  
YOUR BALLOT, OR IF YOU HAVE ANY QUESTIONS CONCERNING  
THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CALL  
THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC AT 646-282-1800.**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re

SOLUTIA INC., *et al.*,

Debtors.

Chapter 11

Case No. 03-17949 (PCB)

(Jointly Administered)

**BALLOT FOR ACCEPTING OR REJECTING  
SOLUTIA'S FIFTH AMENDED JOINT PLAN OF REORGANIZATION**

**CLASS 15: PHARMACIA CLAIMS**

**YOUR BALLOT MUST BE RECEIVED BY THE VOTING  
AGENT, BY 5:00 P.M., EASTERN TIME, ON  
NOVEMBER 26, 2007, THE VOTING DEADLINE, OR  
YOUR VOTE WILL NOT BE COUNTED**

This Ballot is submitted to you by Solutia to solicit your vote to accept or reject Solutia's Fifth Amended Joint Plan of Reorganization (the "Amended Plan") dated October 19, 2007, which is described in Solutia's Fifth Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code, dated October 19, 2007 (the "Disclosure Statement"). Capitalized terms used in this Ballot or the attached instructions that are not otherwise defined have the meanings given to them in the Amended Plan.

The Amended Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class who vote on the Amended Plan and if the Amended Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Amended Plan if it finds that the Amended Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, each Class or Classes rejecting the Amended Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. To have your vote counted, you must complete, sign and return this Ballot to **Financial Balloting Group LLC, 757 Third Avenue, 3<sup>rd</sup> Floor, New York, New York 10017** so that it is received by the deadline indicated above.

**VOTING INFORMATION AND INSTRUCTIONS  
FOR COMPLETING THE BALLOT**

**IMPORTANT**

You should review the Disclosure Statement and the Amended Plan before you vote. You may wish to seek legal advice concerning the Amended Plan and the classification and treatment of your Claim or Claims under the Amended Plan. The Pharmacia Claims have been placed in Class 15 under the Amended Plan.

If your vote is not received by Solutia's Voting Agent, Financial Balloting Group LLC, on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Amended Plan.

**THE VOTING DEADLINE IS 5:00 P.M. EASTERN TIME ON NOVEMBER 26, 2007**

Ballots will not be accepted by facsimile transmission or electronic mail.

If the Amended Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Amended Plan.

As more fully set forth in Article X of the Amended Plan, the Amended Plan provides for certain releases and injunctions. In addition to the releases of Solutia, their affiliates and related parties, the Amended Plan provides that Monsanto and Pharmacia will be released by the following parties: (i) Solutia (other than for liabilities related to the Legacy Tort Claims, Environmental Liabilities with respect to the Legacy Sites and Monsanto's portion of Environmental Liabilities with respect to the Shared Sites); (ii) holders of Claims or Equity Interests (other than for liabilities related to the Tort Claims, the Legacy Site Claims, the NRD Claims and Claims of governmental entities); and (iii) the Retirees Committee and the Retirees for claims related to "retiree benefits" (as defined in section 1114(a) of the Bankruptcy Code). Monsanto and Pharmacia will not be released from the following claims: (i) Tort Claims; (ii) NRD Claims; (iii) Legacy Site Claims and (iv) Claims of governmental entities.

PLEASE COMPLETE ITEMS 1 AND 2. IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1, THIS BALLOT WILL NOT BE COUNTED AS EITHER AN ACCEPTANCE OR REJECTION OF THE AMENDED PLAN.

**HOW TO VOTE**

1. COMPLETE ITEM 1.
2. REVIEW THE CERTIFICATIONS AND ACKNOWLEDGEMENTS IN ITEM 2.
3. **SIGN THE BALLOT.**
4. RETURN THE BALLOT BY MAIL (AN ENVELOPE ADDRESSED TO FINANCIAL BALLOTING GROUP LLC IS ENCLOSED FOR YOUR CONVENIENCE), OVERNIGHT COURIER OR PERSONAL DELIVERY TO FINANCIAL BALLOTING GROUP LLC (SO THAT IT IS RECEIVED BY 5:00 P.M. EASTERN TIME ON NOVEMBER 26, 2007) AT THE FOLLOWING ADDRESS:  

FINANCIAL BALLOTING GROUP LLC  
757 THIRD AVENUE, 3<sup>RD</sup> FLOOR  
NEW YORK, NEW YORK 10017
5. **BALLOTS RECEIVED AFTER THE VOTING DEADLINE WILL NOT BE COUNTED.**
6. YOU MUST VOTE THE FULL AMOUNT OF YOUR CLAIM REPRESENTED BY THIS BALLOT *EITHER* TO ACCEPT *OR* REJECT THE AMENDED PLAN AND MAY NOT SPLIT YOUR VOTE.
7. ANY EXECUTED BALLOT RECEIVED THAT (A) DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE AMENDED PLAN, OR (B) THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE AMENDED PLAN, WILL NOT BE COUNTED AS EITHER AN ACCEPTANCE OR REJECTION OF THE AMENDED PLAN.
8. **ALL BALLOTS MUST BE FULLY EXECUTED TO BE COUNTED. IF A BALLOT IS TO BE EXECUTED BY AN AUTHORIZED PARTY OTHER THAN AN OFFICER OR EMPLOYEE OF THE CREDITOR, SUFFICIENT EVIDENCE OF THE AUTHORIZED PARTY'S AUTHORITY TO EXECUTE THE BALLOT MUST BE INCLUDED WITH THE BALLOT.**

**Item 1. Vote.** The undersigned, the holder of the Pharmacia Claims against Solutia in the amount set forth below, votes to (check one box; if you fail to check one of the boxes below, but the Ballot is otherwise properly completed and returned your Ballot will not be counted as either an acceptance or rejection of the Amended Plan):

**Accept** the Amended Plan.

**Reject** the Amended Plan.

**SAMPLE**

**Item 2. Certifications and Acknowledgments.** By signing this Ballot, the undersigned acknowledges and certifies that (a) the undersigned is the Claimant or has the power and authority to vote to accept or reject the Amended Plan on behalf of the Claimant, and (b) the Social Security or Federal Tax I.D. No. provided below is true and correct. The undersigned understands that the solicitation of votes for the Amended Plan is subject to all the terms and conditions set forth in the Disclosure Statement. The undersigned understands that, if this Ballot is validly executed but does not indicate either acceptance or rejection of the Amended Plan, this Ballot will not be counted as either an acceptance or rejection of the Amended Plan. The undersigned acknowledges that any election made on this Ballot will be binding on its successors, heirs and assigns including, without limitation, any transferee.

\_\_\_\_\_  
Name of Creditor (Please Print)

\_\_\_\_\_  
Social Security or Federal Tax I.D. No.

\_\_\_\_\_  
Authorized Signature

\_\_\_\_\_  
Name of Signatory

\_\_\_\_\_  
If by Authorized Agent, Name and Title<sup>1</sup>

\_\_\_\_\_  
Street Address

\_\_\_\_\_  
City, State, Zip Code

\_\_\_\_\_  
Telephone Number

\_\_\_\_\_  
Date Completed

**PLEASE RETURN YOUR BALLOT PROMPTLY SO THAT IT IS  
RECEIVED BY THE VOTING AGENT AT THE ADDRESS BELOW, BY 5:00 P.M. EASTERN TIME  
ON NOVEMBER 26, 2007, THE VOTING DEADLINE.**

**Financial Balloting Group LLC  
757 Third Avenue, 3rd Floor  
New York, New York 10017  
646-282-1800**

**THE VOTING AGENT WILL NOT ACCEPT BALLOTS  
BY FACSIMILE TRANSMISSION OR EMAIL.**

**IF YOU HAVE RECEIVED A DAMAGED BALLOT OR HAVE LOST  
YOUR BALLOT, OR IF YOU HAVE ANY QUESTIONS CONCERNING  
THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CALL  
THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC AT 646-282-1800.**

<sup>1</sup> As indicated in the Instructions, evidence of authority **must** be included with this Ballot unless (a) the signatory is an officer or employee of the entity that is the creditor or (b) the creditor is individual and the signatory is the creditor.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
 :  
**In re** : Chapter 11  
 :  
 SOLUTIA INC., *et al.*, : Case No. 03-17949 (PCB)  
 :  
**Debtors.** : (Jointly Administered)  
 :  
 -----X

**BALLOT FOR ACCEPTING OR REJECTING  
SOLUTIA'S FIFTH AMENDED JOINT PLAN OF REORGANIZATION**

**CLASS 19: SECURITY CLAIMS**

<p><b>YOUR BALLOT MUST BE RECEIVED BY THE VOTING AGENT, BY 5:00 P.M., EASTERN TIME, ON NOVEMBER 26, 2007, THE VOTING DEADLINE, OR YOUR VOTE WILL NOT BE COUNTED</b></p>
---

This Ballot is submitted to you by Solutia to solicit your vote to accept or reject Solutia's Fifth Amended Joint Plan of Reorganization (the "Amended Plan") dated October 19, 2007, which is described Solutia's Fifth Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code, dated October 19, 2007 (the "Disclosure Statement"). Capitalized terms used in this Ballot or the attached instructions that are not otherwise defined have the meanings given to them in Amended Plan.

The Amended Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class who vote on the Amended Plan and if the Amended Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Amended Plan if it finds that the Amended Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, each Class or Classes rejecting the Amended Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

**TO HAVE YOUR VOTE COUNTED, YOU MUST COMPLETE, SIGN AND RETURN THIS BALLOT IN THE ENVELOPE PROVIDED. IF THE ENVELOPE IS ADDRESSED TO YOUR BROKERAGE FIRM OR BANK OR ITS AGENT (EACH, A "NOMINEE"), YOU MUST ALLOW ENOUGH TIME FOR YOUR NOMINEE TO CAST YOUR VOTE ON A MASTER BALLOT SO THAT IT IS RECEIVED BY THE VOTING AGENT BEFORE THE VOTING DEADLINE.**

**IMPORTANT**

You should review the Disclosure Statement and the Amended Plan and the instructions contained herein before you vote. You may wish to seek legal advice concerning the Amended Plan and the classification and treatment of your Claim or Claims under the Amended Plan. Your Security Claims have been placed in Class 19 under the Amended Plan. If you hold more than one Claim against Solutia, you will receive a Ballot for each Claim you are entitled to vote.

If your vote is not received by Solutia's Voting Agent, Financial Balloting Group LLC, on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Amended Plan.

**THE VOTING DEADLINE IS 5:00 P.M. EASTERN TIME ON NOVEMBER 26, 2007**

Ballots will not be accepted by facsimile transmission or electronic mail.

If the Amended Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

As more fully set forth in Article X of the Amended Plan, the Amended Plan provides for certain releases and injunctions. In addition to the releases of Solutia, their affiliates and related parties, the Amended Plan provides that Monsanto and Pharmacia will be released by the following parties: (i) Solutia (other than for liabilities related to the Legacy Tort Claims, Environmental Liabilities with respect to the Legacy Sites and Monsanto's portion of Environmental Liabilities with respect to the Shared Sites); (ii) holders of Claims or Equity Interests (other than for liabilities related to the Tort Claims, the Legacy Site Claims, the NRD Claims and Claims of governmental entities); and (iii) the Retirees Committee and the Retirees for claims related to "retiree benefits" (as defined in section 1114(a) of the Bankruptcy Code). Monsanto and Pharmacia will not be released from the following claims: (i) Tort Claims; (ii) NRD Claims; (iii) Legacy Site Claims and (iv) Claims of governmental entities.

**VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT**

**HOW TO VOTE**

1. COMPLETE ITEM 1.
2. REVIEW THE CERTIFICATIONS AND ACKNOWLEDGEMENTS IN ITEM 2.
3. **SIGN THE BALLOT.**
4. **BALLOTS RECEIVED AFTER THE VOTING DEADLINE WILL NOT BE COUNTED.**
5. YOU MUST VOTE THE FULL AMOUNT OF YOUR CLAIM REPRESENTED BY THIS BALLOT TO ACCEPT OR REJECT THE AMENDED PLAN AND MAY NOT SPLIT YOUR VOTE.
6. ANY EXECUTED BALLOT RECEIVED THAT (A) DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE AMENDED PLAN, OR (B) THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE AMENDED PLAN, WILL NOT BE COUNTED.
7. **ALL BALLOTS MUST BE FULLY EXECUTED TO BE COUNTED. IF A BALLOT IS TO BE EXECUTED BY AN AUTHORIZED PARTY OTHER THAN THE CREDITOR AN OFFICER OR EMPLOYEE OF THE CREDITOR, OR AN ATTORNEY-AT-LAW ACTING FOR THE CREDITOR, SUFFICIENT EVIDENCE OF THE AUTHORIZED PARTY'S AUTHORITY TO EXECUTE THE BALLOT MUST BE INCLUDED WITH THE BALLOT.**

**Item 1. Vote.** The undersigned, a holder of a Class 19 Security Claim against Solutia in the amount set forth above, votes to (check one box; if you fail to check one of the boxes below, but the Ballot is otherwise properly completed and returned your Ballot will not be counted as either an acceptance or rejection of the Amended Plan):

**Accept** the Amended Plan.

**Reject** the Amended Plan.

Voting Amount: \$ \_\_\_\_\_

**Item 2. Certifications and Acknowledgments.** By signing this Ballot, the undersigned acknowledges and certifies that the undersigned is the Claimant or has the power and authority to vote to accept or reject the Amended Plan on behalf of the Claimant. The undersigned understands that the solicitation of votes for the Amended Plan is subject to all the terms and conditions set forth in the Disclosure Statement. The undersigned understands that, if this Ballot is validly executed but does not indicate either acceptance or rejection of the Amended Plan, this Ballot will not be counted as either an acceptance or rejection of the Amended Plan.

\_\_\_\_\_  
Name of Creditor (Please Print)

\_\_\_\_\_  
Social Security or Federal Tax I.D. No. (Optional)

\_\_\_\_\_  
Authorized Signature

\_\_\_\_\_  
Name of Signatory

\_\_\_\_\_  
If by Authorized Agent, Name and Title<sup>1</sup>

\_\_\_\_\_  
Street Address

\_\_\_\_\_  
City, State, Zip Code

\_\_\_\_\_  
Telephone Number

\_\_\_\_\_  
Date Completed

**PLEASE RETURN YOUR BALLOT PROMPTLY SO THAT IT IS  
RECEIVED BY THE VOTING AGENT BY 5:00 P.M. EASTERN TIME  
ON NOVEMBER 26, 2007, THE VOTING DEADLINE.**

**THE VOTING AGENT WILL NOT ACCEPT BALLOTS  
BY FACSIMILE TRANSMISSION OR EMAIL.**

**IF YOU HAVE RECEIVED A DAMAGED BALLOT, HAVE LOST  
YOUR BALLOT OR IF YOU HAVE ANY QUESTIONS CONCERNING  
THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CALL THE VOTING  
AGENT, FINANCIAL BALLOTING GROUP LLC AT 800-809-3247.**

<sup>1</sup> As indicated in the Instructions, evidence of authority **must** be included with this Ballot unless (a) the signatory is an officer or employee of the entity that is the creditor or (b) the creditor is individual and the signatory is the creditor.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
 :  
**In re** : Chapter 11  
 :  
 SOLUTIA INC., *et al.*, : Case No. 03-17949 (PCB)  
 :  
**Debtors.** : (Jointly Administered)  
 :  
 -----X

**BALLOT FOR ACCEPTING OR REJECTING  
SOLUTIA'S FIFTH AMENDED JOINT PLAN OF REORGANIZATION**

**CLASS 20: EQUITY INTERESTS IN SOLUTIA**

<p><b>YOUR BALLOT MUST BE RECEIVED BY THE VOTING AGENT, BY 5:00 P.M., EASTERN TIME, ON NOVEMBER 26, 2007, THE VOTING DEADLINE, OR YOUR VOTE WILL NOT BE COUNTED</b></p>
---

This Ballot is submitted to you by Solutia to solicit your vote to accept or reject Solutia's Fifth Amended Joint Plan of Reorganization (the "Amended Plan") dated October 19, 2007, which is described in Solutia's Fifth Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code, dated October 19, 2007 (the "Disclosure Statement"). Capitalized terms used in this Ballot or the attached instructions that are not otherwise defined have the meanings given to them in the Amended Plan.

The Amended Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class (and at least two-thirds in amount of Interests in a class of Interests) who vote on the Amended Plan and if the Amended Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Amended Plan if it finds that the Amended Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, each Class or Classes rejecting the Amended Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

**TO HAVE YOUR VOTE COUNTED, YOU MUST COMPLETE, SIGN AND RETURN THIS BALLOT IN THE ENVELOPE PROVIDED. IF THE ENVELOPE IS ADDRESSED TO YOUR BROKERAGE FIRM OR BANK OR ITS AGENT (EACH, A "NOMINEE"), YOU MUST ALLOW ENOUGH TIME FOR YOUR NOMINEE TO CAST YOUR VOTE ON A MASTER BALLOT SO THAT IT IS RECEIVED BY THE VOTING AGENT BEFORE THE VOTING DEADLINE.**

**IMPORTANT**

You should review the Disclosure Statement and the Amended Plan and the instructions contained herein before you vote. You may wish to seek legal advice concerning the Amended Plan and the classification and treatment of your Interest or Interests under the Amended Plan. Your Equity Interests in Solutia have been placed in Class 20 under the Amended Plan. If you held Equity Interests in Solutia through a Nominee as of the Record Date, you should complete this Ballot and return it as set forth on the pre-addressed envelope accompanying such Ballot. If you held Equity Interests in Solutia through more than one Nominee as of the Record Date, you should receive a Ballot from each such entity. You should vote each such Ballot separately and only in the applicable amount of Equity Interests in Solutia held through each such entity. You should promptly return each Ballot as set forth on the pre-addressed envelope accompanying each Ballot.

If your vote (or if held through a Nominee, the Master Ballot cast on your behalf) is not received by Solutia's Voting Agent, Financial Balloting Group LLC, on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Amended Plan.

**THE VOTING DEADLINE IS 5:00 P.M. EASTERN TIME ON NOVEMBER 26, 2007**

Ballots will not be accepted by facsimile transmission or electronic mail.

If the Amended Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Amended Plan.

As more fully set forth in Article X of the Amended Plan, the Amended Plan provides for certain releases and injunctions. In addition to the releases of Solutia, their affiliates and related parties, the Amended Plan provides that Monsanto and Pharmacia will be released by the following parties: (i) Solutia (other than for liabilities related to the Legacy Tort Claims, Environmental Liabilities with respect to the Legacy Sites and Monsanto's portion of Environmental Liabilities with respect to the Shared Sites); (ii) holders of Claims or Equity Interests (other than for liabilities related to the Tort Claims, the Legacy Site Claims, the NRD Claims and Claims of governmental entities); and (iii) the Retirees Committee and the Retirees for claims related to "retiree benefits" (as defined in section 1114(a) of the Bankruptcy Code). Monsanto and Pharmacia **will not** be released from the following claims: (i) Tort Claims; (ii) NRD Claims; (iii) Legacy Site Claims and (iv) Claims of governmental entities.

**VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT**

**HOW TO VOTE**

1. COMPLETE ITEMS 1 (unless this Ballot has been "Prevalidated" by your Nominee), and 2.
2. REVIEW THE CERTIFICATIONS AND ACKNOWLEDGEMENTS IN ITEM 3.
3. **SIGN THE BALLOT (if not "Prevalidated" by your Nominee).**
4. **BALLOTS RECEIVED AFTER THE VOTING DEADLINE WILL NOT BE COUNTED.**
5. YOU MUST VOTE THE FULL AMOUNT OF YOUR INTEREST REPRESENTED BY THIS BALLOT TO ACCEPT OR REJECT THE AMENDED PLAN AND MAY NOT SPLIT YOUR VOTE.
6. ANY EXECUTED BALLOT RECEIVED THAT (A) DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE AMENDED PLAN, OR (B) THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE AMENDED PLAN, WILL NOT BE COUNTED.
7. **ALL BALLOTS MUST BE FULLY EXECUTED TO BE COUNTED. IF A BALLOT IS TO BE EXECUTED BY AN AUTHORIZED PARTY OTHER THAN THE EQUITY INTEREST HOLDER AN OFFICER OR EMPLOYEE OF THE EQUITY INTEREST HOLDER, SUFFICIENT EVIDENCE OF THE AUTHORIZED PARTY'S AUTHORITY TO EXECUTE THE BALLOT MUST BE INCLUDED WITH THE BALLOT.**

**The Equity Purchase Offering and Claim Transfer Procedures**

**Equity Purchase Offering**

Please note that there is an Equity Purchase Offering being made to each Eligible Shareholder, as defined in the Amended Plan, which shall enable such Eligible Shareholder to indicate an interest, but not a commitment, to purchase New Common Stock. Please see the Equity Purchase Procedures, which have been distributed to Eligible Shareholders and are discussed in Section VII.C.2 of the Disclosure Statement, for additional information about the Equity Purchase Offering. In addition, each Eligible Shareholder will be sent an Equity Purchase Form, which shall contain instructions for the proper completion, due execution, and timely delivery of the Equity Purchase Form (or related Master Equity Purchase Form if your Equity Interests are held through a Nominee) to the Subscription Agent.

**Claim Transfer Procedures**

Please note that there is also a Claim Transfer Option, pursuant to which, Eligible Holders of Equity Interests in Solutia may elect to purchase certain General Unsecured Claims in amounts less than \$100,000 but greater than \$2,500 for cash in an amount equal to 52.35% of the Allowed amount of such General Unsecured Claims. Please see the Claim Transfer Procedures, which have been distributed to Eligible Claim Transfer Shareholders and are discussed in Section VII.C.3 of the Disclosure Statement, for additional information about the Claim Transfer Option.

You have been identified as an Eligible Claim Transfer Shareholder entitled to elect the Claim Transfer Option. As set forth in Claim Transfer Procedures and the Rights Offering Procedures, Eligible Holders that wish to exercise Rights must complete the Claim Transfer Election Form and the Rights Exercise Form so they are received by the Voting Agent by the Rights Offering Deadline.

Additionally, there is also a Rights Offering being made to each "Eligible Holder," as defined in the Amended Plan. Those Holders of Equity Interests that have elected the Claim Transfer Option shall be eligible to participate in the Rights Offering with respect to the General Unsecured Claims purchased. Please see the Rights Offering Procedures, which have been distributed to Eligible Holders and are discussed in Section VIII.C.3 of the Disclosure Statement and Section V.H. of the Amended Plan, for additional information about the Rights Offering.

**Item 1. Number of Shares of Equity Interests in Solutia Voted.** The undersigned certifies that as of October 22, 2007, the undersigned was either the beneficial owner, or the nominee of the following number of shares of Equity Interests in Solutia (insert amount in the box below). If your Equity Interests in Solutia are held by a nominee on your behalf and you do not know the amount, please contact your nominee immediately.

Number of Shares:

**Item 2. Vote.** The undersigned, a holder of a Class 20 Equity Interest in Solutia in the number of shares set forth above, votes to (check one box; if you fail to check one of the boxes below, but the Ballot is otherwise properly completed and returned your Ballot will not be counted as either an acceptance or rejection of the Amended Plan):

**Accept** the Amended Plan.

**Reject** the Amended Plan.

SAMPLE

**Item 3. Certifications and Acknowledgments.** By signing this Ballot, the undersigned acknowledges and certifies that the undersigned is the beneficial holder of the Equity Interests in Solutia identified in Item 1 or has the power and authority to vote to accept or reject the Amended Plan with respect to the Equity Interests identified in Item 1. The undersigned understands that the solicitation of votes for the Amended Plan is subject to all the terms and conditions set forth in the Disclosure Statement. The undersigned understands that, if this Ballot is validly executed but does not indicate either acceptance or rejection of the Amended Plan, this Ballot will not be counted as either an acceptance or rejection of the Amended Plan.

\_\_\_\_\_  
Name of Holder (Please Print)

\_\_\_\_\_  
Social Security or Federal Tax I.D. No. (Optional)

\_\_\_\_\_  
Authorized Signature

\_\_\_\_\_  
Name of Signatory

\_\_\_\_\_  
If by Authorized Agent, Name and Title<sup>1</sup>

\_\_\_\_\_  
Street Address

\_\_\_\_\_  
City, State, Zip Code

\_\_\_\_\_  
Telephone Number

\_\_\_\_\_  
Date Completed

**PLEASE RETURN YOUR BALLOT PROMPTLY SO THAT IT IS  
RECEIVED BY THE VOTING AGENT BY 5:00 P.M. EASTERN TIME  
ON NOVEMBER 26, 2007, THE VOTING DEADLINE.**

**THE VOTING AGENT WILL NOT ACCEPT BALLOTS  
BY FACSIMILE TRANSMISSION OR EMAIL.**

**IF YOU HAVE RECEIVED A DAMAGED BALLOT OR HAVE LOST  
YOUR BALLOT, PLEASE CONTACT YOUR BANK OR BROKER,  
OR IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT  
OR THE VOTING PROCEDURES, PLEASE CALL THE VOTING  
AGENT, FINANCIAL BALLOTING GROUP LLC AT 800-809-3247.**

<sup>1</sup> As indicated in the Instructions, evidence of authority **must** be included with this Ballot unless (a) the signatory is an officer or employee of the entity that is the interest holder or (b) the interest holder is the individual and the signatory is the interest holder.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	X	
<b>In re</b>	:	Chapter 11
SOLUTIA INC., <i>et al.</i> ,	:	Case No. 03-17949 (PCB)
<b>Debtors.</b>	:	(Jointly Administered)
-----X	-----X	

**MASTER BALLOT FOR ACCEPTING OR REJECTING  
SOLUTIA'S FIFTH AMENDED JOINT PLAN OF REORGANIZATION**

**CLASS 20: EQUITY INTERESTS IN SOLUTIA**

**YOUR MASTER BALLOT MUST BE RECEIVED BY THE VOTING AGENT, BY 5:00 P.M., EASTERN TIME, ON NOVEMBER 26, 2007, THE VOTING DEADLINE, OR THE VOTES REPRESENTED BY YOUR MASTER BALLOT WILL NOT BE COUNTED.**

Solutia, together with its debtor subsidiaries, has filed Solutia's Fifth Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code, dated October 19, 2007 (the "Amended Plan"). The Amended Plan is annexed as Exhibit A to Solutia's Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code, dated October 19, 2007 (the "Disclosure Statement"). The Bankruptcy Court has approved the Disclosure Statement, which provides information to assist creditors in deciding how to vote on the Amended Plan. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Amended Plan by the Bankruptcy Court.

This Master Ballot is to be used by you, as a broker, bank, or other nominee (or as their proxy holder or agent), for beneficial owners, as of October 22, 2007, to transmit the votes of such beneficial owners to accept or reject the Amended Plan. Please take any action required to enable each beneficial owner to timely vote its Equity Interests in Solutia to accept or reject the Amended Plan.

Before you transmit such votes, please carefully review the Disclosure Statement and the voting procedures. If you do not have a copy of the Disclosure Statement, you may obtain such copy by contacting Solutia's voting agent (the "Voting Agent"), Financial Balloting Group LLC, at 646-282-1800. **THIS MASTER BALLOT RELATES ONLY TO VOTES CAST ON ACCOUNT OF THE EQUITY INTERESTS IN SOLUTIA.**

MASTER BALLOT CODE [\_\_]

**NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON AN AGENT OF SOLUTIA OR THE VOTING AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE AMENDED PLAN.**

**IMPORTANT**

**PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. COMPLETE, SIGN, AND DATE THIS MASTER BALLOT, AND RETURN IT SO THAT IT IS RECEIVED BY THE VOTING AGENT ON OR BEFORE THE VOTING DEADLINE BY 5:00 P.M., EASTERN TIME, ON NOVEMBER 26, 2007. IF THIS MASTER BALLOT IS NOT COMPLETED, SIGNED, AND RECEIVED ON OR BEFORE THE VOTING DEADLINE AND THE VOTING DEADLINE IS NOT EXTENDED, THE VOTES AND ELECTIONS TRANSMITTED BY THIS MASTER BALLOT WILL NOT BE COUNTED.**

You should review the Disclosure Statement, the Amended Plan and the instructions contained herein before you transmit votes and elections. You or the beneficial owners of the Equity Interests in Solutia for whom you are the nominee may wish to seek legal advice concerning the Amended Plan and the classification and treatment of the Equity Interests in Solutia under the Amended Plan. Such Equity Interests in Solutia have been placed in Class 20 under the Amended Plan.

If the Amended Plan is confirmed by the Bankruptcy Court, it will be binding on you and the beneficial owners of the Equity Interests in Solutia for whom you are the nominee, whether or not such beneficial owners vote and whether or not any votes are transmitted by this Master Ballot.

Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Amended Plan.

As more fully set forth in Article X of the Amended Plan, the Amended Plan provides for certain releases and injunctions. In addition to the releases of Solutia, their affiliates and related parties, the Amended Plan provides that Monsanto and Pharmacia will be released by the following parties: (i) Solutia (other than for liabilities related to the Legacy Tort Claims, Environmental Liabilities with respect to the Legacy Sites and Monsanto's portion of Environmental Liabilities with respect to the Shared Sites); (ii) holders of Claims or Equity Interests (other than for liabilities related to the Tort Claims, the Legacy Site Claims, the NRD Claims and Claims of governmental entities); and (iii) the Retirees Committee and the Retirees for claims related to "retiree benefits" (as defined in section 1114(a) of the Bankruptcy Code). Monsanto and Pharmacia will not be released from the following claims: (i) Tort Claims; (ii) NRD Claims; (iii) Legacy Site Claims and (iv) Claims of governmental entities.

**Item 1. Certification of Authority to Vote.** The undersigned certifies that it (please check the applicable box):

- is a broker, bank, or other nominee that was the record holder of the Equity Interests in Solutia described in Item 2 below as of October 22, 2007, on behalf of the beneficial owners described therein; or
- is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, or other nominee or a beneficial owner that on October 22, 2007 was the holder of the Equity Interests in Solutia listed described in Item 2 below; or
- is acting under a proxy granted by a broker, bank, or other nominee for the beneficial owners (please attach a copy of the proxy to the Master Ballot),

and accordingly, has full power and authority to vote to accept or reject the Amended Plan on behalf of the beneficial owners of the Equity Interests in Solutia described in Item 2.

**Item 2. Equity Interests in Solutia (Class 20) Vote on Amended Plan – Number of Beneficial Owners.** The undersigned certifies that the following beneficial owners of the Equity Interests in Solutia, as identified by their respective customer account numbers, were beneficial owners of Equity Interests in Solutia on October 22, 2007 and have delivered to the undersigned, as nominee, properly executed Ballots casting votes as indicated and containing instructions for the casting of those votes on their behalf (indicate in the appropriate column the aggregate principal amount voted for each account, or attach such information to this Master Ballot in the form of the following table. **Please note: Each beneficial owner must vote all of their Class 20 Equity Interests in Solutia either to accept or reject the Amended Plan and may not split such vote.**)

ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE AMENDED PLAN, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE AMENDED PLAN WILL NOT BE COUNTED.

Customer Name or Account Number for Each Beneficial Owner of Equity Interests in Solutia	Number of Shares of Equity Interests in Solutia Voted to ACCEPT or REJECT the Amended Plan	
	ACCEPT	REJECT
1.		
2.		
3.		
4.		
5.		
6.		
7.		
8.		
9.		
10.		
<b>TOTALS</b>		

IF YOU ARE ACTING AS A NOMINEE FOR MORE THAN TEN BENEFICIAL OWNERS OF EQUITY INTERESTS IN SOLUTIA, PLEASE ATTACH ADDITIONAL SHEETS, AS NECESSARY.

**Item 3: Certification.** By signing this Master Ballot, the undersigned certifies that each beneficial owner of Equity Interests in Solutia listed in Item 2, above, has been provided with a copy of the Disclosure Statement, including the exhibits thereto, and certifies and acknowledges that the solicitation of votes for the Amended Plan is subject to all the terms and conditions set forth in the Disclosure Statement.

Name of Broker, Bank or other Nominee:

\_\_\_\_\_  
(Print or Type)

Participant Number: \_\_\_\_\_

Name of Proxy Holder or Agent for Broker,  
Bank or Other Nominee (if applicable):

\_\_\_\_\_  
(Print or Type)

Social Security or Federal Tax I.D. No.: \_\_\_\_\_  
(If Applicable)

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Street Address: \_\_\_\_\_

City, State, Zip Code: \_\_\_\_\_

Telephone: ( ) \_\_\_\_\_

Date Completed: \_\_\_\_\_

**THIS MASTER BALLOT MUST BE RECEIVED BY THE VOTING AGENT, BEFORE 5:00 P.M., EASTERN TIME, ON NOVEMBER 26, 2007, OR THE VOTES TRANSMITTED HEREBY WILL NOT BE COUNTED.**

**FINANCIAL BALLOTING GROUP LLC  
757 THIRD AVENUE, 3RD FLOOR  
NEW YORK, NEW YORK 10017  
(646) 282-1800**

**PLEASE NOTE: THE VOTING AGENT WILL NOT ACCEPT BALLOTS OR MASTER BALLOTS BY FACSIMILE TRANSMISSION OR ELECTRONIC MAIL.**

**ANY BALLOT THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR A REJECTION OF THE AMENDED PLAN, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE AMENDED PLAN WILL NOT BE COUNTED.**

**INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT**

**VOTING DEADLINE/VOTING AGENT:**

**The Voting Deadline is 5:00 p.m., Eastern time, on November 26, 2007.** To have the vote of your customers count, you must complete, sign, and return this Master Ballot so that it is received by the Voting Agent at the following address no later than the Voting Deadline:

Financial Balloting Group LLC  
757 Third Avenue, 3<sup>rd</sup> Floor  
New York, New York 10017  
646-282-1800

**If you are both the registered owner and beneficial owner of any Equity Interests in Solutia and you wish to vote such Equity Interests in Solutia:** You may complete, execute, and return to the Voting Agent a Ballot with respect to the Equity Interests in Solutia that you as beneficial owner wish to vote.

**If you are transmitting the votes of any beneficial owners of Equity Interests in Solutia other than yourself, you may either:**

Complete and execute the Ballot (other than Item 2) and deliver to the beneficial owner such “prevalidated” Ballot, along with the Disclosure Statement and other materials requested to be forwarded. The beneficial owner should complete Item 2 of that Ballot and return the completed Ballot to the Voting Agent so as to be received before the Voting Deadline:

**OR**

For any Ballots you do not “prevalidate”:

Deliver the Ballot to the beneficial owner, along with the Disclosure Statement and other materials requested to be forwarded, and take the necessary actions to enable such beneficial owner to (i) complete and execute such Ballot voting to accept or reject the Amended Plan with respect to its Claim(s), and (ii) return the completed, executed Ballot to you in sufficient time to enable you to complete the Master Ballot and deliver it to the Voting Agent before the Voting Deadline of 5:00 p.m., Eastern Time, on November 26, 2007; and

With respect to all Ballots returned to you, you must properly complete the Master Ballot, as follows:

- a. Check the appropriate box in Item 1 on the Master Ballot;
- b. In Item 2 of this Master Ballot, indicate the votes to accept or reject the Amended Plan, as transmitted to you by the beneficial owners of the Equity Interests in Solutia. To identify such beneficial owners without disclosing their names, please use the customer account number assigned by you to each such beneficial owner, or if no such customer account number exists, please assign a number to each account (making sure to retain a separate list of each beneficial owner and the assigned number). **IMPORTANT: BENEFICIAL OWNERS MAY NOT SPLIT THEIR VOTES. EACH BENEFICIAL OWNER MUST VOTE ALL OF THEIR EQUITY INTERESTS IN SOLUTIA EITHER TO ACCEPT OR REJECT THE AMENDED PLAN. IF ANY BENEFICIAL OWNER HAS ATTEMPTED TO SPLIT SUCH VOTE, PLEASE CONTACT THE VOTING AGENT IMMEDIATELY.** Any Ballot or Master Ballot which is validly executed but (i) which does not indicate acceptance or rejection of the Amended Plan by the indicated beneficial owner, or (ii) indicates both an acceptance and rejection of the Amended Plan by the indicated beneficial owner, will not be counted as to such beneficial owner;
- c. Review the certification in Item 3 of the Master Ballot;
- d. In Item 3, sign and date the Master Ballot, and provide the remaining information requested;
- e. If additional space is required to respond to any item on the Master Ballot, please use additional sheets of paper clearly marked to indicate the applicable Item of the Master Ballot to which you are responding;

- f. Contact the Voting Agent to arrange for delivery of the completed Master Ballot to its offices; and
- g. Deliver the completed, executed Master Ballot so as to be *received* by the Voting Agent before the Voting Deadline. For each completed, executed Ballot returned to you by a beneficial owner, either forward such Ballot (along with your Master Ballot) to the Voting Agent or retain such Ballot in your files for one year from the Voting Deadline.

**PLEASE NOTE:**

**This Master Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Amended Plan.** Holders should not surrender, at this time, certificates representing their securities. Neither Solutia nor the Voting Agent will accept delivery of any such certificates surrendered together with this Master Ballot. Surrender of securities for exchange may only be made by you, and will only be accepted pursuant to a letter of transmittal which will be furnished to you by Solutia following confirmation of the Amended Plan by the Bankruptcy Court.

No Ballot or Master Ballot shall constitute or be deemed to be a proof of Claim or equity interest or an assertion of a Claim or equity interest.

**No fees, commissions, or other remuneration will be payable** to any broker, bank, dealer, nominee, or other person for soliciting Ballots accepting the Amended Plan. Solutia will, however, upon request, reimburse you for customary mailing and handling expenses incurred by you in forwarding the Ballots and other enclosed materials to the beneficial owners of the Equity Interests in Solutia held by you as a nominee or in a fiduciary capacity.

**IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, BALLOTS, THE DISCLOSURE STATEMENT, OR OTHER RELATED MATERIALS, PLEASE CALL THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC AT 646-282-1800.**